

REMARKS

As an initial matter, Applicant respectfully traverses the asserted Request for Information under 37 CFR § 1.105 on the grounds that the twelve enumerated requirements for information go beyond what is reasonably necessary to properly examine or treat the matter, as provided for in the Patent Rules. The fact that the Patent Office has had sufficient information to examine the claims and require restriction between assertedly different inventions, to *sua sponte* withdraw other claims from consideration as being drawn to non-elected inventions, to consider the prior art disclosed by Applicant, to reject and then finally reject the claims on the basis of prior art identified by the Patent Office, and finally to consider Applicant's Appeal Brief and respond to same, suggests that the Patent Office is, at this juncture, more than adequately familiar with the state of the prior art and the disclosure of the present invention to adequately examine the present application.

Furthermore, Applicant is unaware of any authority, whether statutory or under the rules promulgated by the Patent Office, that would require an Applicant to tie specific elements of a claimed invention to specific improvements over disclosed prior art. Respectfully, the burden rests with the Patent Office to identify a single prior art reference or combination or references that disclose each element of the claimed invention(s). To date, the Patent Office has failed to do so.

Subject to the foregoing objection, Applicant had made a diligent effort to be fully responsive to the Request for Information and to comply fully as required under the relevant authority. Applicant expressly reserves the right to supplement and / or amend the following responses as additional information becomes available to Applicant.

Requirement No. 1: The title, citation, and a copy of each publication that is a source used for the description of prior art in the disclosure.

Response: Subject to innumerable publications that formed the foundation of the inventors' general and specialized knowledge in the field of endeavor, no specific or particular publication was used as a source for the description of the prior art.

Requirement No. 2: The title, citation, and a copy of each publication that the Applicant relied upon to develop the disclosed subject matter of Applicants' invention.

Response: Respectfully, the term "relied upon to develop the disclosed subject matter of applicant's invention" is unclear to Applicant. To the extent Applicant has understood this requirement, and notwithstanding the innumerable publications that formed the foundation of the inventors' general and specialized knowledge in the relevant field, Applicant respectfully responds that no specific or particular publication was relied upon to develop the disclosed subject matter. Attached as Exhibits A1-A4 are the following four documents that, while Applicant do not believe constitute them to be material to patentability, may nonetheless be responsive to Requirement No. 2, to the extent understood by the Applicants:

1. *"Image and MICR Capture ACH Check Truncation;"* RDM Corporation; publication date unknown; copyright date 1998.
2. *"Check Pack;"* VeriFone, Inc.; publication date unknown; copyright date 1998.
3. *"Join the Counter Revolution OmniPak I & II;"* VeriFone, Inc.; publication date believed to be 2000;
4. *"RDM EC5000i Financial Document Image and MICR Capture 'Enabling ACH Check Conversion';"* RDM Corporation; publication date believed to be 2000.

Requirement No. 3: A copy of any non-patent literature, U.S. or foreign published application, or U.S. or foreign patent, by any of the inventions or assigned to the same assignee as the current application that relates to the claimed invention.

Response: None.

Requirement No. 4: Any pending or abandoned applications filed by at least one of the inventors, or assigned to the same assignee as the current application, that disclose similar subject matter that are not otherwise identified in the current application.

Response: Respectfully, the term “disclose similar subject matter that are not otherwise identified in the current application” is unclear and ambiguous. To the extent Applicant understands the requirement, however, Applicant responds as follows. None.

Requirement No. 5: Whether any search or prior art was performed.

Response: A prior art search was performed. Respectfully, the term “please state the citation for each prior art collection searched” is unclear. To the extent understood, Applicant responds that the “prior art collection searched” was the Internet. Relevant prior art retrieved by the search, a copy of which is attached as Exhibit B, is as follows:

1. U.S. Patent No. 6,119,106 to Mersky, *et al.*

Requirement No. 6: The names of any products or services that incorporated the disclosed prior art.

Response: It is unclear to Applicant what is meant by “incorporated the disclosed prior art.” To the extent Applicant understands the request, however, Applicant identifies the POS terminal EC5000i provided by RDM Corporation, Waterloo, Ontario and the Omni 396 and 3300 model VeriFone terminal. Both of these systems were discussed in the patent specification at page 7. As a further aid to Examiner, Applicant has attached as Exhibit C a copy of the following documents which, while not believed to be material to patentability, may be responsive to the requirement:

1. “*The Green Sheet*,” dated November 27, 2000, which identifies the Omni3300 from VeriFone Corporation and the NURIT 2085 from Datamark Technologies, Inc.
2. “*The Green Sheet*,” dated May 28, 2001, which identifies the Artema from Thales; Point-of-Sale Electronic Check Processing from Globale Telecom, Inc.; the 2400 Hypercom ICE 6000 card payment terminals and electronic receipt capture service from Hypercom Corporation; and the Valuepak OEM product created by Lipman USA, Inc.; and services offered by CrossCheck, Inc.
3. “*The Green Sheet*,” dated May 14, 2001, which identifies wireless technology by MIST (Mobile Information Solution Technologies).

Requirement No. 7: The trade names and providers of any goods or services in competition with the goods or services in which the claimed subject matter has been embodied.

Response: To the extent the requirement is understood, Applicant identifies the following providers of goods and services in competition with goods and services offered by Applicant:

1. CheckFree/CheckFreePay
2. FirTech
3. GlobalExpress
4. IPP of America, Inc.
5. Western Union Payment Services/SpeedPay

Requirement No. 8: Any written descriptions or analyses, prepared by any of the inventors or assignees, of goods or services in competition with the goods or services in which the claimed subject matter has been embodied.

Response: Applicant respectfully objects to Requirement No. 8. because the requirement is vague and unclear. In responding to Requirement No. 8, Applicant has excluded business analyses, market analyses, competitive analyses, and the like, if any, because it is believed these are not being requested. To the extent Requirement No. 8 is properly understood Applicant responds as follows: None.

Requirement No. 9: The names of any products or services that have incorporated the claimed subject matter.

Response: At least some elements of some of the claims of the present application are incorporated in Fidelity XpressPay.

Requirement No. 10: The citation for, the dates initially published, and copies of any advertising and promotional literature for any goods or services in which the claimed subject matter has been embodied.

Response: At least some elements of some claims of the present application have been embodied in goods or services described in the following documents, copies of which are attached as Exhibit D, which are not believed to be material to patentability, but which may be responsive to the requirement:

1. *"Tired of the Hassles? In-Person Bill Payments? Manual Systems? the Total Solution;"* publication date believed to be 2004.
2. *"Making Bill Payments Easier;"* publication date believed to be 2005.
3. *"Making Bill Payments Easier;"* publication date believed to be 2005.
4. *"Do you accept credit cards?;"* publication date believed to be 2005.
5. *"See the Solution! Defining Success! Never Underestimate the Power of Personal Service;"* publication date believed to be 2006.
6. *"Your Financial Services Company The Total Solution;"* publication date believed to be 2006.
7. *"The Total Solution Your Financial Services Company;"* publication date believed to be 2006.
8. *"Making Bill Payments Easier;"* publication date believed to be 2002.
9. *"Fidelity Express Bill Pay Taking Bill Payments to New Heights;"* publication date believed to be 2001.
10. *"The Fidelity Express Financial Services System;"* publication date believed to be 2005.
11. *"The Financial Services Terminal;"* publication date believed to be 2002.

Requirement No. 11: The citation for, the dates initially published, and copies of any journal articles describing any goods or services in which the claimed subject matter has been embodied.

Response: Applicant is unaware of any journal articles describing goods or services in which the claimed subject matter has been embodied – to the extent "journal article" is understood to mean a peer-reviewed publication such as an IEEE Journal, IEEE Transactions, or the like. To the extent other documents are responsive, please see the response to Requirement No. 10.

Requirement No. 12: The specific improvements of the claimed subject matter over the disclosed prior art, and indicate the specific elements in the claimed subject matter that provide those improvements.

Response: Improvements of the claimed subject matter over the prior art include, but are not limited to, the ability to maintain electronic archival records of the transaction document for subsequent verification and validation, and the ability to provide multiple services and features from a common point of sale terminal.

The specific elements of the claimed subject matter to provide those improvements are, in combination: identifying a biller for whom payment of a payment transaction is to be received; obtaining transaction information concerning the payment; receiving payment for the bill; assigning a transaction identification to the transaction; scanning at least one transaction document and generating at least one electronic image therefrom; storing each electronic image in an image memory with an image identifier and linking the image identifier to a transaction identifier; transmitting the transaction information to a payment server; receiving the payment server instructions regarding the transaction; and transmitting to an image server a copy of each electronic image and the image identifier and linked transaction identifier.

Further specific elements that further contribute to the improvements include, in combination with the above elements, storing the transmitted transaction information in a transaction database; storing the transmitted electronic image and identifiers in an image database; forwarding selected transaction information to the biller and forwarding at least a portion of the received payment to the biller.

Further specific elements that further contribute to the improvements include, in combination, detecting magnetically stored information located on the at least one transaction document and converting the magnetically stored information into electronic transaction information.

Further specific elements that further contribute to the improvements include generating transaction information from said electronic image through optical character recognition.

Yet further specific elements may include wherein the transaction information is generated by comparing the electronic image to a pre-stored template containing an expected electronic image.

Further specific elements that further contribute to the improvements include receiving from the payment server additional system update instructions. Yet further specific elements may include wherein said system update instructions comprise a list of billers for whom in-person bill payment is authorized.

Additional Response: Applicant has made a diligent effort to be fully responsive to the requirements for information, to the extent same were understood by Applicant, subject to Applicant's above-stated traversal and objections. While investigating the responses to the requirements for information, Applicant has identified the following documents, copies of which are attached as Exhibit E. Applicant does not believe these documents are material to patentability of Applicant's claimed subject matter, and Applicant takes no position with regard to whether these documents are responsive to one or more of the above requirements. The documents are being provided in an abundance of caution, to the extent the documents might be considered relevant or helpful to Examiner.

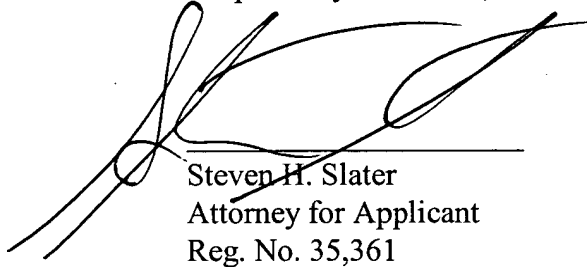
1. *"VeriFone Applauds 2002 Innovation Award Winners;"* June 10, 2002.
2. *"Arkansas' biggest water supplier contracts with Fidelity Express for bill payment service;"* September 19, 2002.
3. *"GlobeTel Communications Launches Travelex Money Remittance Service;"* April 17, 2006.
4. *"Western Union Highlights;"* date unknown.
5. *"Welcome!;"* date unknown.
6. *"American Payment Systems, Inc. is the leading provider of walk-in payment services to utility billers through a national network of authorized agents;"* December , 00.
7. *"IPP of America, Inc.;"* date unknown.

Applicant believes this Response is fully responsive to the Requirement for Information and further believes that all pending claims are in condition for allowance. Applicant respectfully requests a prompt indication of the allowance of claims 7 – 13 and passage of the present application to issuance.

Examiner is invited to contact Applicant's undersigned attorney to address any questions regarding this response or the present application. No fee is believed due in connection with this filing. However, should one be deemed due, the Commissioner is hereby authorized to charge Deposit Account No. 50-1065.

March 2, 2007

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Steven H. Slater', is written over a horizontal line. The signature is fluid and cursive, with a large loop at the end.

Steven H. Slater
Attorney for Applicant
Reg. No. 35,361

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Dallas, Texas 75252-5793
Tel. 972-732-1001
Fax: 972-732-9218

EXHIBIT A1

BEST AVAILABLE COPY



Research Development & Manufacturing Corporation

Image and MICR Capture ACH Check Truncation

With RDM's new **EC5000i**, retail merchants can capture all of the information they need to receive a check payment and then give the check back to the customer. The merchant never has to handle the check again.

By truncating checks with image at the point of sale, merchants save the costs of handling, storing and depositing checks and have the security of knowing that they have a complete record of the transaction at their fingertips.

By truncating checks at the point of sale, banks also save the costs of handling and storing or sending checks to customers.

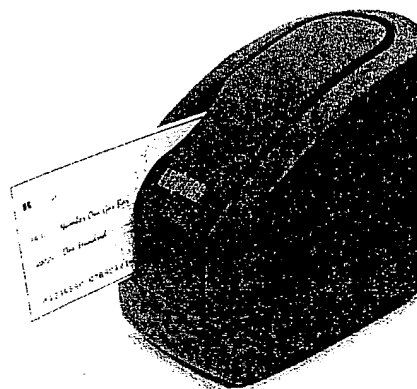
By imaging checks at the point of sale, merchants can give checks back to customers, eliminating a potential point of resistance from customers who want checks back. Back room or third party imaging prohibits or makes giving checks back to customers very difficult and expensive.

Combined MICR and Image capture at the point of sale provides the most compelling business case for ACH check truncation.

RDM's EC5000i magnetically captures MICR data using RDM's technology derived from over ten years of development. RDM's MICR technology is an industry standard for MICR test equipment (referenced in ANSI X9.27). With the MICR line accurately captured, reliable check verification is assured. Conversion to an ACH transaction can be initiated with confidence.

RDM's EC5000i performs complete image processing so that a binarized, compressed image can be stored locally or transmitted to another location for storage.

RDM's EC5000i incorporates RDM's proven technology in a new design that can be easily cost justified in the POS market.



Specifications:

Product Size:	Max. 32 sq. in" footprint (i.e.8" long x 4" wide) and max 5.5" high
Document Feed:	Sensor detects presence of document and initiates processing.
Document Size & Weight:	Minimum: 4.25" x 2.75" (1/8 of 8.5"x 11") Nominal: 6" x 2.75" (Personal Cheque) Maximum: 8.5" x 3.67" (Max. Business Cheque) Weight Range: 24 lb. to Treasury Check Wt.
Power On/Ready Indicator:	Single Green LED (#1), Steady on when idle and ready for a document, flashing when processing a document
Track Speed:	6 inches per second
Track Geometry:	"U" shaped for easy access and minimum footprint
Transaction Timing	MICR capture – less than 2 seconds Image Capture & Transmission – Complete before next customer
Connectors:	3 connectors, A, B & C A - mini DIN 8 pin defaults image connection B - mini DIN 8 pin defaults Verifone connection C – mini DIN 8 pin defaults to printer connection
MICR	Asynchronous Serial RS232 defaults to port B. Data rates from 300 bps to 38,400 bps Format: TOAD Protocol: Compatible with Welch Allyn et al.
Image	Asynchronous Serial RS232 Data Rates from 300 bps to 38,400 bps Protocol: ZMODEM
Font:	E13B MICR Character Set
MICR Reject Rate:	Max. 1% on live, ANSI qualified, work
MICR Misread Rate:	Max. 0.1% on live, ANSI qualified, work
Resolution:	200 dpi nominal with min. 8 bit gray scale
Image Quality	Sufficient for OCRA after internal processing (OCR not included)
Compression:	CCITT Group 4 compression of bilevel image.
Format:	TIFF 8 bit Gray Level (padded) TIFF 1 bit bilevel MICR Line in Description Tag
Image Size:	Grey Level Uncompressed: 40,000 Bytes/sq. in. Bilevel Uncompressed: 5,000 Bytes/sq. in. Bilevel G4 Compressed: Size varies according to document
Communications I/O:	2 internal Serial RS232, with one multiplexed for 3 external connectors (see Communications)
Remote PC DLL:	Windows 95/NT DLL implements the command set to provide a uniform interface.

EXHIBIT A2

CheckPak

VeriFone's CheckPak combines the powerful OMNIPak solution, consisting of a VeriFone OMNI® 396 terminal, fast thermal PrintPak® printer and SoftPay® payment software, with the reliable and accurate CR 600 check reader. Bundled in a convenient and space-saving base, this complete solution is the only unit you need for credit and check transactions!

Powerful Performance

- Provides a complete, bundled solution for fast credit and check transactions.
- Includes easy-to-use, multi-colored ATM-like keys.
- Produces clear, legible and long-lasting receipts.
- Accurately reads checks on the first pass virtually every time.

A Unique Design

- Functional base includes a pull out drawer for frequently dialed numbers and a handy penholder.
- Integrated product design saves counterspace and hides messy cables.
- Components are easily disassembled for parts repair or replacement, minimizing downtime.

Saves You Time and Money

- Training for the CheckPak takes mere minutes.
- Reduces check fraud at the point-of-sale.
- Quick and easy operation will allow more time with the customer, improving your customer service.



The CheckPak is modular, yet bundles your terminal, printer and check reader into one unit.

 **VeriFone**
1-800-545-5557

CheckPak

The Complete Bundled Solution

VeriFone, Inc.
CheckPak
8/15/97 14:01
Sale

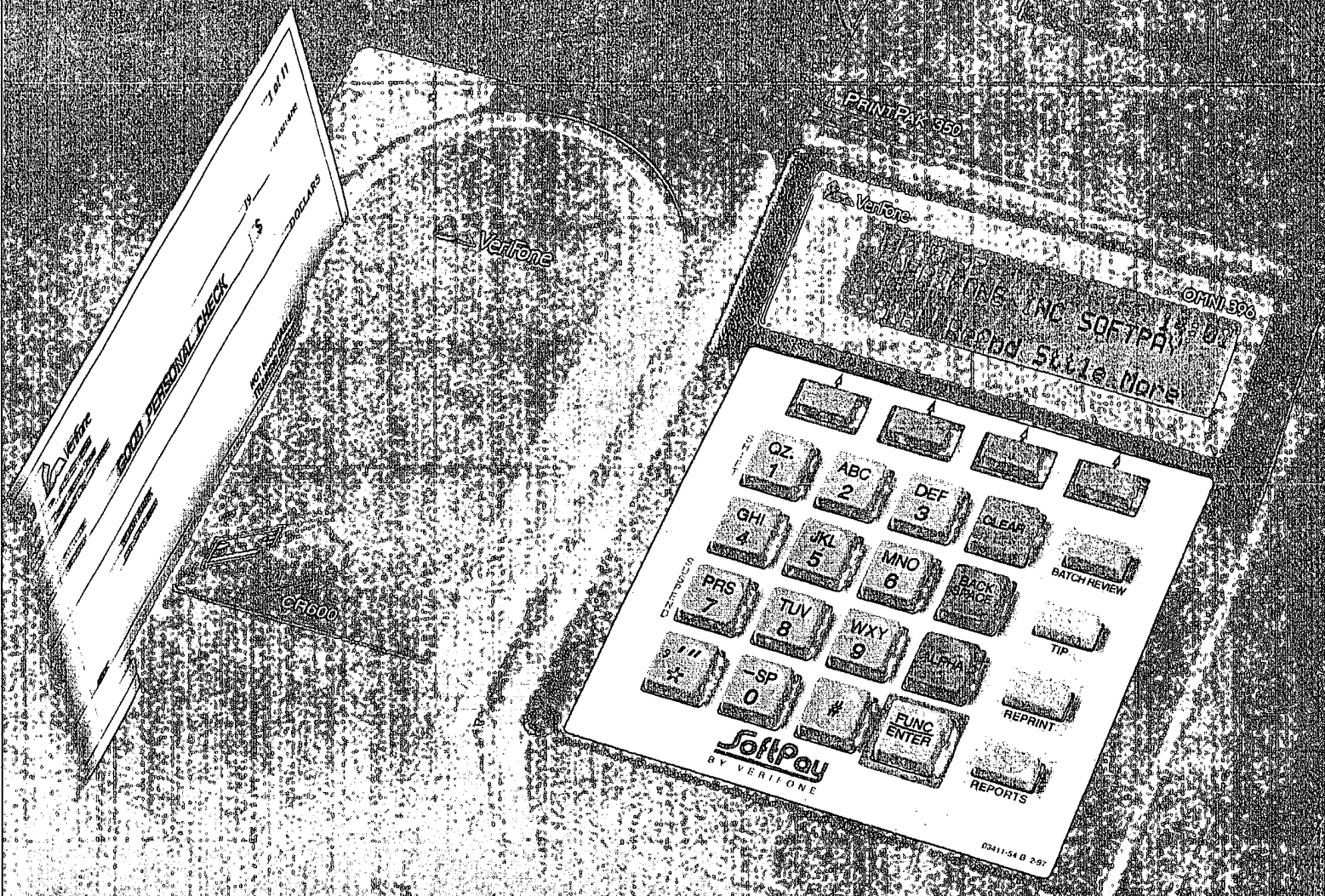
1234567891011100
CARD 3345678987543320
Invoice #: 000001 Appr. Code DEM001
Batch #: 001

Total:

\$78.90

I agree to pay the above total amount
according to card issuer agreement
(Merchant agreement if credit voucher)

Signature: PUBLIC JR./JOHN Q. MR.
Thank You!



Revolutionizing The
Merchant Countertop



EXHIBIT A3

Join The Counter Revolution

OMNIPAK I & II

OMNIPak combines a VeriFone terminal, thermal printer and software into one complete solution! Utilizing SoftPay™, VeriFone's premier OMNI® software application, OMNIPak translates to the best value your money can buy!

EASE OF USE

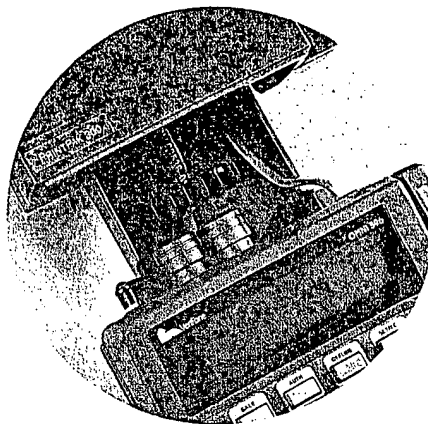
- Multi-colored screen addressable keys provide user-friendly ATM-like menu.
- Bright angled display allows for easy viewing.
- Fewer keys on the terminal reduce training time.

LOWER COST OF OWNERSHIP

- Modular pieces allow for easy replacement or upgrades.
- Simple paper loading and no ribbon saves time and money.
- Small footprint uses less counterspace.

IMPROVED CUSTOMER SERVICE

- Cashier productivity is increased with less downtime, simplified reporting and clear, precise messages that are easy to understand.
- Crisp, long lasting thermal print quality is always legible and never fades.
- Quiet operation means no noise interruptions.



OMNIPAK I

Unique, modular design allows the OMNIPak solution to be upgraded as your needs grow!



OMNIPAK II

"The OMNI is simple.

In all training cases, you want to keep it as simple as possible."

— A Leading Retail Chain



1-800-545-5557

OMNIPak I is featured above with the OMNI® 396, PRINTPak™ 300 and SoftPay™.
OMNIPak II is featured above with the OMNI® 396, PRINTPak™ 350 and SoftPay™.

OMNIPAK I & II

Verifone

Revolutionizing The
Merchant Countertop

OMNIPAK I & II

Your Bundled Solution

OMNI 396

OMNIPAK I & II

03411-54 B 2/97

EXHIBIT A4

244

Point of Sale Applications

**Captures all information for
Electronic Check Conversion
and POS receipts**

Enhanced Check Verification and Collections

Data Mining



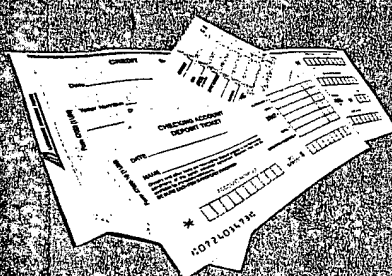
Seller Applications

Check Truncation

Signature Verification

Input for Image POD

Image Statements



DM Corporation
603 Weber Street N.
Waterloo, Ontario, N2V 1K4
1-800-567-6227 Fax: (519) 746-3333
www.dmcorp.com

With RDM's new EC5000i, retail merchants can capture all of the information they need to transform a customer's check into an electronic transaction. The EC5000i provides rapid and accurate capture of the MICR information and check image such that the check payment can immediately be converted to an electronic transaction and returned to the consumer in the same time typically taken to accept a credit card transaction. The image facilitates dispute resolution while providing a clear audit trail to collect return items.

By electronically converting checks with image at the point of sale, merchants save the costs of accepting, balancing, encoding and transporting these paper documents to a local bank. The image archive of these transactions is readily available to resolve customer disputes or provide name and address details vital for timely collection of return items. The resulting image archive provides a repository of customer buying behavior never before available to retailers for check transactions.

This same capability can be applied by banks to truncate various checks and internal documents at the teller line – as the next logical step in the evolution from paper to electronic transactions. This capability provides clear audit trails while generating paybacks from reduced fraud losses, increased employee productivity and accelerated cash flow from electronic check presentment.

Immediate return of the consumer's check reduces the fraud exposure that accompanies the traditional check processing practices, which typically result in 12 different people handling the check before the consumer ultimately receives it in a monthly bank statement.

RDM's EC5000i magnetically and optically (OCR) captures MICR data using RDM's technology derived from over ten years of manufacturing financial document quality testing devices. The EC5000i incorporates image technology from RDM's industry standard Image Qualifier.

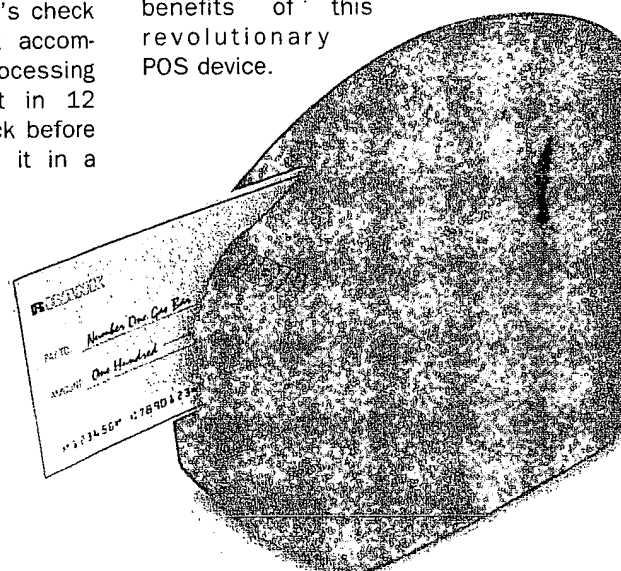
RDM's customers include Government agencies, the world's largest check printers and financial institutions, and many Fortune 1000 companies. For more than 10 years, RDM has helped these organizations to drive down the costs of printing and processing checks and assure that their transactions are secure and accurate.

With the check payment data securely and accurately captured, reliable check verification is assured and conversion to an electronic transaction can be initiated with confidence.

The EC5000i also captures images of receipts from debit, credit, and ACH type of transactions. This is especially important to the merchant who would normally have a paper archive of these small receipts for signature verification in the event of a transaction dispute. Now merchants can have an electronic image of the receipt available to them with the customer's signature to quickly resolve disputes with no need to store the paper receipts.

RDM's EC5000i performs complete image processing so that an industry standard, binarized, compressed image can be stored locally or transmitted to another location for storage and retrieval.

RDM's software developers tool kit and our network of partners can help you cost-justify and rapidly integrate the EC5000i into your environment. Please visit RDM's web site for additional information or how to contact a professional to help you start enjoying the benefits of this revolutionary PQS device.



Electronic and Paper Payment Solutions



Research Development & Manufacturing Corporation

RDM EC5000i Specifications

Capabilities:

- Captures check images at POS, branch bank locations, or remote offices.
- Captures POS receipts for debit, credit and ACH check transactions.
- Reads MICR line magnetically and optically, offering virtually no MICR rejects or misreads.
- Stores approximately 350 images with non-volatile flash memory.
- Transmits stored images via optional 33.6Kb internal modem.
- FTP file transfer or native command protocol.
- Simultaneous connection to 2 host systems.

Benefits

- Truncates paper checks at POS.
- Merchant handles check only once.
- Archives an electronic check image for future reference and dispute resolution.
- Enables ACH Check Conversion at the POS.
- Eliminates the need for expensive electronic signature capture devices.
- Truncates paper receipts at POS.
- Archives an electronic image for signature verification purposes.
- Fewer errors, less manual keying.
- More accurate transactions.
- Enables multiple image archive options for the merchant.
- Enables multiple image transmission options for the merchant.

Dimensions:

Document Specifications:

- 6.75" long x 3.75" wide x 5.75" high
- Minimum: 4.25" x 2.75" (Receipt).
- Nominal: 6" x 2.75" (Personal Check).
- Maximum: 8.5" x 3.67" (Business Check).
- Weight range: Thermal receipt up to Treasury Check.

- Small footprint uses minimal counter-space.

Track Geometry:

- " U " shaped.

- Superior paper handling.
- Minimal footprint.

Transaction Timing:

- MICR Capture: 1 second.
- Image Capture, processing & transmission: Typically 8 seconds depending on document size and transmission method.
- Image & MICR capture are performed in a single pass.

- Document is captured in 1 second.
- Early delivery of MICR data for fast verification and processing.
- Fast cashier lanes.

MICR Font:

- E13B MICR Character Set.

- Meets the requirements of those countries with E13B as the standard MICR codeline for checks.

MICR Reject Rate:

- Less than 1% on live ANSI qualified documents.

- Low reject rate minimizes manual keying and operator error.

MICR Misread Rate:

- Less than 0.01% on live ANSI qualified documents.

- Low misread rate ensures accurate transactions.

Check Image:

- CCITT Group 4 compression (ITU T.6) of bi-level image.
- TIFF 6.0 file format.
- MICR line with transaction information included in header description tag.
- Check image size varies according to document, typically 10KB or less.
- High quality 200 dpi nominal.
- Sufficient for OCR after internal processing. (OCR engine not included)

- Industry standard images are compatible with popular database and processing applications.
- High quality images ensure legibility for human and machine reading.

Communications Ports:

- A** RJ45 serial RS232 (57,600bps) to host or RJ11 internal modem (33,600bps)
- B** mini DIN9 pin for POS terminal connection
- C** mini DIN8 pin for printer pass-through connection

- Flexible configuration options to integrate with existing or new POS system.

Development Tools:

- ActiveX SDK for Windows 95/NT applications.
- Custom serial interface tools and support for non-Windows terminals.

- Rapid development of supporting POS applications
- Easy integration of scanner and applications

Customized Application Support:

- MICR line header information can be customized to accommodate various applications

- Transaction record data flexibility.
- Intelligent transaction routing & storage functions.
- Intelligent transaction record feeds to data warehouse.

EXHIBIT B

EXHIBIT C1

The Green Sheet

Member



November 27, 2000

Issue 00:11:02

NDC Acquires CIBC's Portfolio

National Data Corporation (NDC) is acquiring Canadian Imperial Bank of Commerce's (CIBC) Merchant Card Services business. NDC is also forming a ten-year alliance for marketing merchant payment-related products and services throughout Canada.

The closing with CIBC is expected to take place shortly after completion of NDC's spin-off of its e-commerce business segment, which will be named Global Payments, Inc. Under the terms of the agreement, CIBC will sell its Merchant Card Services business to NDC in exchange for a 26.25% equity stake in Global Payments, Inc.

NDC's Global Payments, Inc., expects the marketing alliance with CIBC, one of Canada's largest VISA and online debit acquirers, to significantly broaden its presence in North America. "This alliance with CIBC complements our strategic

objectives in the direct acquiring marketplace and expands our global distribution channels," said Paul R. Garcia, CEO of NDC e-commerce. "CIBC is a major North American financial institution with proven success in marketing to and serving an impressive base of merchants," he said.

CIBC Merchant Card Services processes more than 800 million transactions annually for more than 140,000 merchant locations throughout Canada. For the fiscal year ended October 31, 1999, CIBC Merchant Card Services reported net revenue of \$86.6 million and net income of \$13.0 million.

"The alliance provides CIBC an excellent means to expand its merchant services activities, as well as combine capabilities with an established market leader in NDC," said David Marshall, CIBC vice-chairman of electronic commerce, operations, and technology. "The arrangement is consistent with CIBC's broader initiatives in

electronic commerce and expansion into the U.S. marketplace."

CIBC services eight million customers through its comprehensive electronic banking network, branches, and offices. For more information visit www.cibc.com. NDC provides electronic commerce solutions and health information services. For more information visit www.ndcecommerce.com.

Annual Survey

Earlier this year we mailed our annual *Green Sheet* readership survey to all *Green Sheet* subscribers. We want to thank those who took the time to complete the survey and share their thoughts and opinions with us. We use this data to plan future articles and make certain that we continue to provide our readers with the information they need. Again, thank you for helping us keep our finger on the pulse of the industry.

Inside This Issue

NDC Acquires CIBC's Portfolio	1	Scout it Out	18	IVI Teams with I&E	27
Annual Survey	1	EDR in the Money	18	Marketing Delivery Levels	28
Credit Card Attitudes	11	A Terminal in Your Palm	20	FYISOs...	30
Netbank Checking	16	Speaking of Palms...	20	Mohr Study	31
C-Stores Ripe for Growth	16	In the Wireless Theme	23	Be Confident	31
eFYI	16	Chase Traps Data	25	Forum	33

Multi-talented.

RELIABLE, HIGH-SPEED PERFORMANCE

You get the fastest processor and modem in the industry, plus a high-speed printer for unparalleled performance.

INTUITIVE ATM-STYLE INTERFACE

So easy to use, you just plug it in and go. Minimizes training and help desk calls, too.

FUTURE-PROOF

Dynamic memory allocation and up to 3MB of memory maximize the number of applications supported.

SECURE MULTI-APPLICATION SOLUTION

Securely supports and runs multiple applications on the same terminal with true application separation at the hardware and software level. Minimizes the need for re-certification.

EASY TO UPGRADE

Provides an easy upgrade path for smart card support.

SOFTPAY[®] INSIDE

It's powered by SoftPay, easy to operate and virtually trouble-free.

Powered by  SoftPay

Protected by  VeriShield

INTRODUCING OMNI3300 — DELIVERING MULTIPLE APPLICATIONS WITH STYLE.

VeriFone re-invents e-payment with the Omni[®] 3300, a high-performance terminal designed to run multiple applications securely and at the same time. With the terminal's revolutionary approach to application separation, you'll be fast to market with new value-added services, instead of re-certifying old applications. Its intelligent design lets you upgrade cost-effectively, adding smart card processing capability—or other peripherals—anytime your business is ready.

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finding quality sales reps, or the growth of debit.

When we asked our readers about problems within our industry, the old standby "finding quality sales reps" again received the most votes. Fifty-two percent report having difficulty finding quality sales reps, 34% are having problems with the cost of Visa/MasterCard regulation, and 17% find tax compliance for employees challenging.

Services Offered by Our Readers

We asked *Green Sheet* readers to list all the services they provide and this is the first year that "bankcard services" did not receive the highest response. This year, 89% provide POS software and 86% provide bankcard services. Here's how the others line up:

Check Guarantee and Verification	73%
E-commerce Services	65%
Debit Services	64%
POS Hardware	64%
ATM Sales and Service	49%
Checks by Phone and Net	32%
Check Drafting	27%
Long Distance	8%
Bankcard Insurance	5%

We want to know who these bankcard insurance providers are — please e-mail us at greenshtx@aol.com or call (800) 689-6799. Our readers have asked us for insurance providers and since LML is no longer providing such services, we would like to know to whom we may refer them.

Tradeshows

We were disappointed to find that only 21% of our respondents have attended a Green Sheet seminar. They are free! While you may have missed out on a networking opportunity for 2000, the seminars may return in 2002. And, though we do want you to come to our events (because we like to keep in touch with our readers) we want our readers to take advantage of **all** the educational and networking opportunities available. In that vein, 74% of our readers did not attend either of the Electronic Transactions Association (ETA) meetings last year.

As in years past, we appreciate you, our readers, taking the time to complete the questionnaire and voice your opinions. Again, thank you for helping us provide you with data that best meets your needs and helps keep you, and The Green Sheet, Inc., on top of the game.

Credit Card Attitudes

If you remember the 1950s, you may recall the credit card as a luxury item that the upper class used to complete retail and restaurant payments. Today, all classes of society have credit cards, usually 3 or more. Of course, with time comes change, and with change comes controversy — and credit cards are no exception. There is an on-going and healthy public debate as to whether 1) credit cards help or harm the consumer 2) consumers

fully understand the risks, and 3) credit cards encourage overspending, especially among those in lower income brackets.

The September issue of the *Federal Reserve Bulletin* contains an article, "Credit Cards: Use and Consumer Attitudes, 1970-2000", authored by Thomas A. Durkin. Durkin, with research provided by Nicole Price, presents data from The Survey of Consumer Finances and The Credit Research Center, which sheds light on the credit card and its role in our society for the past 30 years.

The Numbers

According to Durkin's article, "total (non-mortgage) consumer credit outstanding increased from \$119 billion at year-end 1968 to \$1,456 billion in June 2000 (in current dollars, not seasonally adjusted), while the revolving component grew from \$2 billion to about \$626 billion over the same period."

Probably the most obvious role of the credit card is as a replacement for installment-purchase plans at high-ticket retailers, such as furniture stores. Therefore, it is important to note that some of this debt is not "new" debt but installment debt that is now on a credit card. Also, some of this outstanding debt is "convenience credit" meaning that it will be paid in full at the end of the statement period.

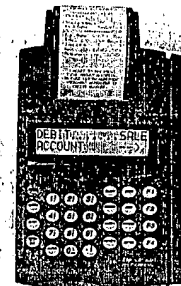
Who has cards?

According to Durkin, "In 1998 almost three-fourths of American families [which is a different number than the number of adult Americans]

In 1999 \$15 billion in gift certificates were sold, only \$3 billion were electronic gift cards.

Datamark Technologies, a leading provider of electronic gift and loyalty programs, is introducing its E-Gift™ program to the ISO market. The gift card market is exploding but until now only large retail stores and restaurants have had access to these programs.

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May 28, 2001

Issue 01:05:02

HP Sells VeriFone

Gores Technology Group (GTG), a privately held international acquisition and management company, is buying VeriFone from Hewlett-Packard Company. The deal is for cash, but the purchase price is under wraps.

Gores (pronounced Gore-ez) may be a new name to GS readers, but it's one you should commit to memory. Gores specializes in acquiring high-tech organizations and managing them for growth and profitability. They have acquired 35 high-tech companies that have annual aggregate revenues of more than \$2 billion. In an interview with the *Green Sheet*, Stuart Taylor, director of product marketing at VeriFone, told us that Gores is "in this for the long-term" and "expects to return a considerable profit." This commitment could make VeriFone a tougher competitor within the payments industry.

We asked Taylor what effect the purchase will have on VeriFone's relationships with ISOs. "In the short term, nothing. Generally the feeling is



unbelievably positive." In fact, prior to the announcement, there were some rumors circulating that First Data was buying VeriFone. If they, or a competitor, had purchased VeriFone, it would have necessitated merging and cutting jobs. In this case, the management team stays in place and Gores brings new skills to them.

VeriFone will function as a free-



"It is very positive to the industry as a whole, as well as to all our partners."

—Stuart Taylor
Director of Product Marketing, VeriFone

standing business and exist in its current form. According to Taylor, "The objective is to grow the business. Gores has an entrepreneurial spirit. If you couple their entrepreneurial style with the fact that they have identified the market as one with growth, it is a positive for the industry."

In fact, Gores performed due diligence on VeriFone, and the payment industry as a whole, and decided there is opportunity for growth, which is good news for the entire industry. Taylor continued, "VeriFone gets to refocus on our core business and core strengths. It is very positive to the industry as a whole, as well as to all our partners."

The mood at Gores is equally positive. Alec Gores, founder and chair of Gores Technology Group, said, "We look at this acquisition as a long-term strategic investment. The company has tremendous potential." Doug Bergeron, Group President at Gores Technology Group, added, "We are confident that, working with VeriFone management, we can capitalize on its strengths and maximize its potential for growth. VeriFone has solid channel, partner and certification relationships and is already well established in key vertical segments such as financial retail, petroleum/convenience store, multi-lane retail and government-education-medical."

Of course, the purchase begs the question, "What wasn't working at HP?" John Brennan, HP vice president, Strategy and Corporate Development, said, "This move will

Inside This Issue

HP Sells VeriFone	1	Online Resources	9	I Find Individuals	
Another One Bites the Dust	3	A Glimpse of the Future	10	Utterly Fascinating	25
Fed Check Study Available	3	Field of ISO Dreams	11	Tales of Sales Success	
New Kid on the		As the ISO World Turns	16	Are You a Con?	25
Conversion Block	4	Process the Payment		Viagra for ISOs	28
Kmart Sees the Light	4	Good Boy!	18	FYISOs	30
Resource Guide	6	To SIR, With Love	20	Forum	33
		Faces in the Crowd	23		

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I Find Individuals Utterly Fascinating

In the earlier '70s I worked in the aerospace industry at the Jet Propulsion Laboratory. While my education has been in accounting and computer science, I never felt either field to have the creative elements that I was seeking. Given my job at the time, I reported to the Executive Director of Human Resources at Cal Tech. At the time, all the legal and accounting types did so because, after all, this was government contracting, and it was all about managing people.

My boss, Steve Reeves, was an interesting man who taught me a lot. (Unfortunately, mostly about what not to think or to do, as it relates to plac-

ple.) I will never forget the day he explained to me why he was a human resources director. "Look at these guys," he said. "They're working for a promise: for dreams of their youth, aspirations and self-fulfillment. If you find some way to tap into that, you can get people to work like pit ponies, and for pennies." He concluded, "I really don't much like people, but I find individuals utterly fascinating."

Well, as amazing a statement that was, it did point to an element of truth about working with people. We really don't take on the weight of the world on a sales call, because it is all about one individual (you) talking with another individual (your new acquaintance and possible customer). Like Steve, I do find individuals utterly fascinating, and I never tire of engaging them in conversation about what makes them tick.

For my money, and yours, the creativity available in the sales profession is magical. For those of us

that realize what we are and what we are good at, we thank our lucky stars that we can get paid, and often paid well, for such work as getting to know individuals, and having a chance to talk to them about what it is that excites us, one individual at a time.

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PSiGate, Continued from page 14

an Internet mall-hosting and managing Internet storefronts for merchants. Sculpting a solid foundation with attributes he considered imperative—being bank agnostic, a robust telco, world class, mission critical, fraud detection- and protection-feature rich, this e-commerce architect ran into problems trying to bolt on credit card functionality for Canadian merchants while trying to meet crucial criteria for success. Nothing existed in Canada—now it does.

James became a student of the industry, figured out how to do it and licensed Clear Commerce. He wrote

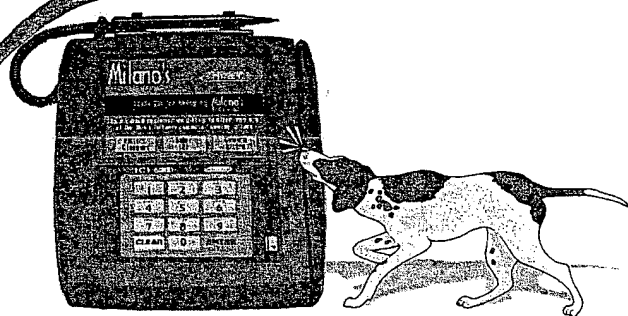
the code for Canadian banks and configured solutions that heretofore hadn't existed. He structured a payment services interactive gateway and named it, appropriately, "PSiGate."

"PSiGate is truly a labor of love, a vision of what was important. We've managed to execute it, in a relatively short period of time," explains CEO James Mundle. "We stayed true to our original core value model: great architecture from the beginning. We support merchants that are unable or unwilling to get their own merchant accounts. We support every U.S. bank from a pure gateway perspective. We

are a single stop."

That labor of love was tested in October of 2000 when PSiGate went public. Mundle felt it was important that PSiGate's stature be beyond reproach. With PSiGate handling lots and lots of money, Mundle recognized the importance of a position with a high level of confidence and due diligence. The IPO was a testament to what PSiGate has achieved. And don't forget the access to the capital market!

The obvious next step for PSiGate: to enter the U.S. market. Many Canadian merchants look to the



Process the Payment... Good Boy!

Petco, one of the nation's leading pet supply retailers, recently outfitted its 531 stores with 2400 Hypercom ICE 6000 card payment terminals and electronic receipt capture service.

The rollout represents the nation's largest installation of advanced consumer interactive card payment terminals in the retail pet supply industry.

The ICE 6000 comes equipped with a variety of communications options, including ethernet TCP/IP, and can interface with virtually any POS register system. It also incorporates a firewall-protected multi-application operating system, EMV chip card capability, secure PIN pad, and built-in HTML/HTTP Web browser. The device features a 5.7" color touch screen with graphics display and pen input screen. The device also has e-mail, on-screen advertising and interactive electronic coupons capabilities.

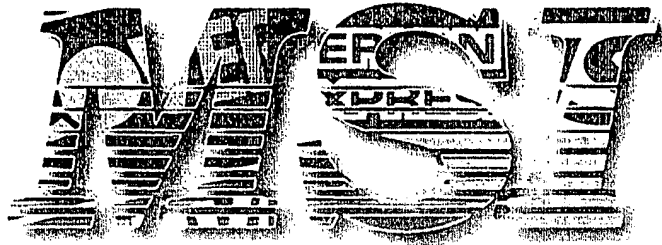
Additional features include:

- A turnkey solution—Hypercom delivers terminals, ECR integration, store controllers, receipt capture and switching software.
- End to end project management—Hypercom ensures projects are being managed to meet the defined project scope and are implemented in expected time frames.
- Security—ICE 6000 terminals handle ATM debit encryption by allowing Petco customers to enter their PIN numbers and complete transactions in-lane.
- ECR—Receipts from credit card transactions are captured at the Petco store level and stored on a central server. They are immediately available online in the event of a charge-back.

Petco is a specialty retailer of premium pet food, supplies and services. Petco operates 530 stores in 41 states and the District of Columbia. For more information visit www.petco.com.

Hypercom Corporation is a global provider of electronic payment solutions that add value at the point-of-sale for consumers, merchants and acquirers. Hypercom's products include card payment terminals and Web appliances, networking equipment, and software applications for e-commerce, m-commerce, smart cards, and traditional payment applications. For more information visit www.hypercom.com.

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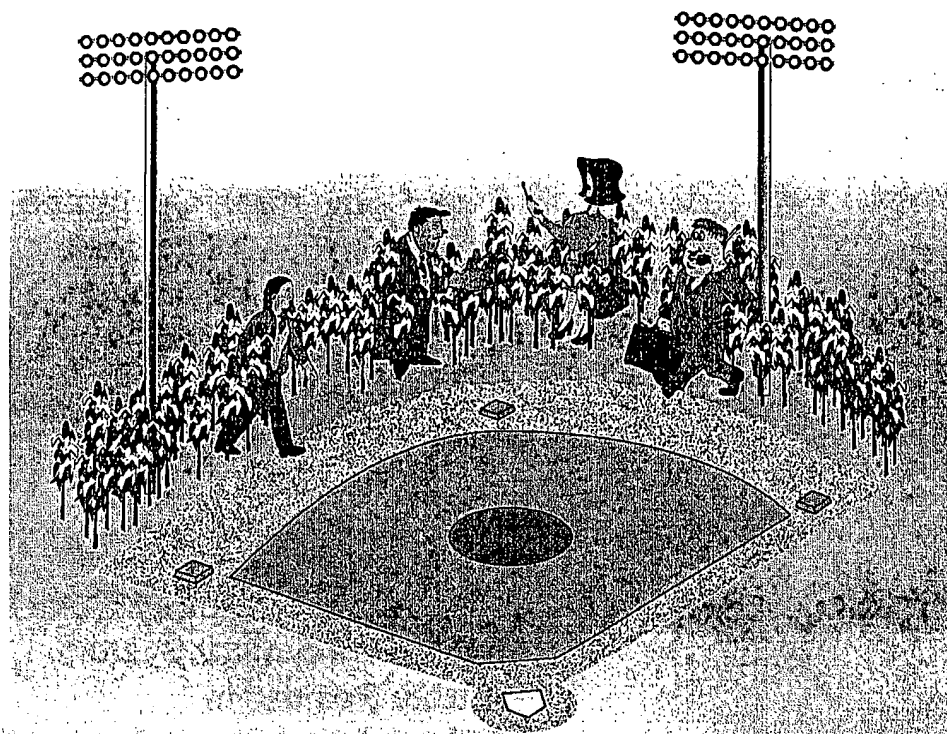
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Promising maximum performance while taking into account power, security, disaster tolerance and bandwidth requirements, PSiGate broke ground in Canada two years

ago and laid the first bricks for deploying a secure Internet payment gateway throughout Canada. PSiGate licensed Clear Commerce's hosting engine, built a reliable enterprise and subsequently entered the merchant acquiring business.

With only five financial institutions in Canada (as opposed to thousands in the U.S.) and stringent criteria—higher discount rates, trade references, typically from 5 to 10% anticipated revenue deposited up front, not to mention lack of duality in bankcard accounts—the inability of Canadian merchants to do business was palpable in the marketplace. PSiGate recognized how onerous this bank "all-onopoly" was to new, as well as small- and medium-sized merchant businesses, and set out to construct a multi-level playing field.

Because of its secure gateway, fraud detection and protection capabilities, and financial strength, the big five Canadian banks allowed PSiGate to step in, underwriting accounts to "risk" merchants. Partnering with Bank of Nova Scotia for Visa, Bank of Montreal for MasterCard and a direct relationship with AMEX, this Toronto based merchant services provider has assembled empowering solutions, forging an easy and seamless interface to new or existing online commerce enterprise.

Recently, chief architect James Mundle gave the *GS* a personally guided tour of PSiGate. Take a look at the mainframe, cross beams, flooring and walls that make up its inviting infrastructure:

Merchant Accounts—PSiGate removes the largest obstacle that a merchant faces—qualifying for and acquiring credit card merchant status for the Internet. How? Their structure is heavily reinforced with multiple alliances with banks that handle VISA, MasterCard and Amex, providing a single source for merchant accounts.

Web APIs—Merchant Web sites are seamlessly integrated by creating an application or modifying an existing application to incorporate the appropriate PSiGate API. This is accomplished by populating data structures with transactional data such as customer names, credit card

WWI, WWII, WWW.

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There's a battle going on that threatens the lives of many retail businesses. "Bricks and Mortar" retailers are losing ground to the "Clicks and Bricks." Web-impacted spending is expected to reach \$831 billion by 2005. Businesses that doubt the Internet's importance will get left behind.



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May 14, 2001

Issue 01:05:01

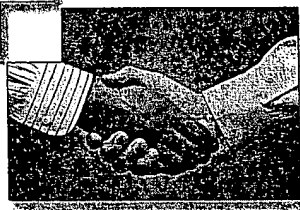
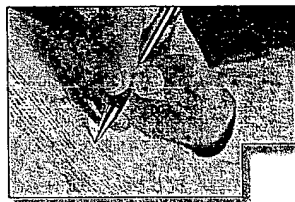
U.S. Bancorp to Acquire NOVA

The list of payment processors just got shorter. U.S. Bancorp is building up its payment processing muscle and acquiring NOVA Corporation for \$2.1 billion in stock and cash. The combined company will become the nation's third largest payment processor, processing more than \$100 billion in payments this year alone.

U.S. Bancorp provides payment servicing to 2,900 financial institutions and agent banks. Their 90,000 client base is made up of larger merchants and airline companies. NOVA provides similar services to 1,800 banks, 30 trade associations and 150 member service providers. Their client base includes 560,000 small- to medium-sized businesses in the U.S. and Europe. According to industry analysts, the bank is paying approximately 22 times NOVA's 2001 earnings per share. Considering NOVA's recently depressed stock

price, some term the deal "a bargain."

The combined company will offer credit and debit processing, as well as electronic check processing and Web-enabled tools. NOVA will retain the NOVA Information Systems name and will become a wholly owned subsidiary of U.S. Bancorp, led by Edward Grzedzinski, who currently serves as chairman, president and CEO of NOVA. Grzedzinski will join U.S. Bancorp as a vice chairman and will report to Jerry Grundhofer, president and CEO of U.S. Bancorp.



Grundhofer said, "This combination creates the economies of scale that are critical to being a long-term survivor in this desirable segment of the payment serv-

ices industry, as well as further diversifying the breadth of our current client base." Grzedzinski added, "U.S. Bancorp has been in the merchant processing business for over thirty years, and I have long admired its expertise in meeting the special-

ized needs of larger merchants. U.S. Bancorp has proven its dedication to this business, and has the ability and vision to capitalize upon and grow this leadership position." Pending approval by NOVA shareholders, the deal is expected to close in the third quarter of this year.

U.S. Bancorp is the nation's eighth largest financial services holding company and operates 2,242 banking offices and 5,208 ATMs. U.S. Bancorp is the parent company of Firstar Banks and U.S. Bank.

For more information visit their Web site at www.usbank.com. NOVA Corporation manages and transports payment and other business information on behalf of retailers, community banks and regional financial institutions. For more information visit www.novacorp.net.

Selling Ice Cubes to Eskimos

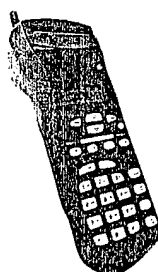
It is often surprising to me, as it may be to many of you, what it is that sets me off on a rant. But here I go again. Generally, as in

Inside This Issue

U.S. Bancorp to Acquire NOVA	1	Get the Word Out With Your Web Site	13	Discover the Eagle Eye Vital to Purchase	23
Selling Ice Cubes to Eskimos	1	ISO Hill Street Blues	16	Capstone Online	25
Resource Guide	6	Help Yourself	18	Secrets to Success	27
First Union and Wachovia to Merge	9	Building a Strong Community	20	Setting a Bear Trap	28
Ariba Update	10	LAN for Lodging	20	FYISOs	30
Check's in the Mail... Even if the Order is Online	11	In Other Equipment News	22	Forum	33
		Something to Talk About	23		

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THIS HIGHLY MOBILE, SECURE AND RECHARGEABLE UNIT
IS AVAILABLE TO YOU TODAY.



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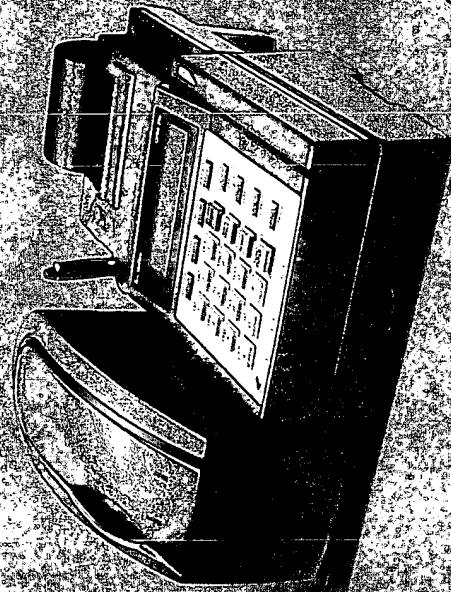
Mobile Information Solution Technologies

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EXHIBIT D1

Tired Of The Haslies?

In-Person Bill Payments? Manual Systems?



THE
**Total
Solution**

Fidelity Express Bill Pay Total Solution

Customer Benefits

The Fidelity Express Bill Pay Solution allows real time transactions for authorized billers, giving bill payers the advantage of having their account settled the same day. The Optical Character Recognition is read on the bill stub and sent to the utility company notifying them that the customer's bill has been paid. The customer's account is updated immediately, protecting the customer against the risk of discontinued service. Also, the documents are handed back to the customer who retains an original record of the transaction. The Fidelity Express Bill Pay Solution provides a convenient, secure way for consumers to pay bills faster.

Merchant Benefits

By electronically converting bill stubs and checks at the bill pay station, merchants save the costs of accepting, balancing, storing and transporting these paper documents to the utility company or financial institution. The convenience of this solution will attract more traffic through merchant's store increasing sales.

Deregulation Concerns?

Under deregulation, also called restructuring, utilities will no longer have a guaranteed customer base or service territory. Customers will choose who will provide them with utilities. The Fidelity Express Bill Pay Solution will give utility companies an advantage over the competition. Fidelity Express Bill Pay gives clients the ability to offer fast dispute resolution on bill pay transactions. No longer will your customer need to wait the 3 to 10 business days to get the information that they need. Using our solution lets you obtain bill stub and check information in minutes, without using countless employee hours sifting through paper bills and checks. The Fidelity Express Solution will help you retain the customers you have and gain new customers in the future.



No More Paper

With the Fidelity Express Bill Pay Solution, payment vendors capture all the information they need to convert the customer's bill stub and check into an electronic transaction at the bill pay station. The Fidelity Express Bill Pay Solution provides rapid and accurate capture of the OCR and MICR information on the bill stubs and checks while capturing the image of each document for storage and retrieval. As a result, the bill stubs and checks are handed back to the customers, eliminating the traditional paper trail associated with bill payments.

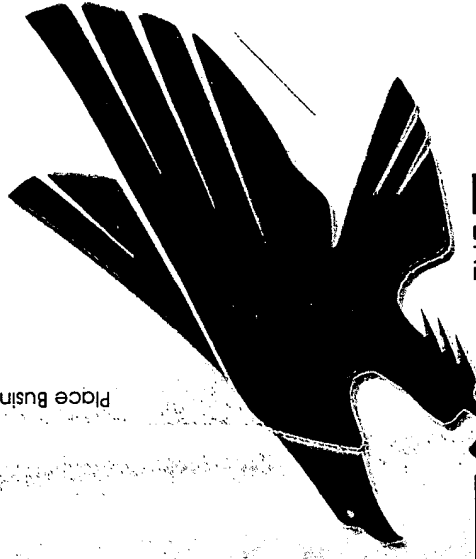
Contact Us Today

Toll Free: (800) 621-8030 ext 252
FAX: (903) 885-6240

Web Site with E-mail information:
www.fidelityexpress.com

Fidelity Express
Attn: Bill Pay Department
P. O. Box 768
Sulphur Springs, TX 75483

Place Business Card Here

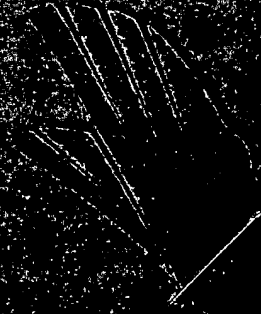


THE
Total Solution
FROM FIDELITY EXPRESS

For More Information

Terry Hair
National Marketing Director
Fidelity Express Money Order Company
(800) 419-6378

**Bill Pay Total
Solution Benefits
Customers,
Merchants,
And Utility
Companies
By Providing
A Convenient,
Secure
Way For
Customers
To Pay Bills
Faster!**



MAKING BILL PAYMENTS EASIER

**Fidelity
Express**



Fidelity Express Bill Pay Solution Will:

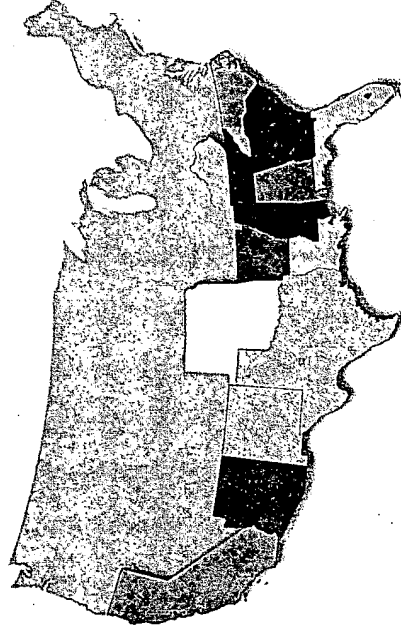
Reduce customer service calls to your service centers, as our staff will handle the majority of issues prior to reaching the utility company.

Eliminate your agent equipment costs.

Reduce costly "truck rolls" for treatment on certain accounts.

Eliminate commission payments to payment agents.

Reduce the amount of time required for manual processing of payments.



About Fidelity Express

Fidelity Express was founded in 1988 as a Division of GSC Enterprises, Inc., a 50+-year-old grocery wholesaler with over 1200 employees. GSC Enterprises is headquartered in Sulphur Springs, Texas.

Fidelity Express began as an independent money order company to fill the void in service to the independent merchant not pursued by the major financial service providers. We currently serve 5000+ merchants across 16 states in the Southeastern U.S. After only 12 years, we process over \$2.5 billion annually, which represents over 20,000,000 money orders sold. Our bill pay product is on track to exceed our record growth. We are in a constant state of evolution to be on the cutting edge of technology to better serve you, the biller, as well as the customer.

EXHIBIT D2

MAKING BILL PAYMENTS EASIER



FIDELITY

EXPERES

YOUR TOTAL SOLUTION

PAYMENT IN CASH, CHECK OR BOTH!



ONE TERMINAL

Fidelity Express' Bill Pay Solution allows payments for multiple billers on one terminal. Bill format coordinates are unique to the biller and are individually stored in the terminals.

Image and data in OCR line are captured at the POS eliminating the need for paper storage and manual retrieval by the merchant.

Image and MICR line is captured at the POS. The check is converted electronically eliminating the need to handle special deposits.

Images are uploaded nightly to Fidelity's server for easy future access.

JOHN A. CUSTOMER
 1234 LANE BOULEVARD
 ANYTOWN, TEXAS 71234

ORDER NUMBER: 1234
 DATE: July 31, 2001
 AMOUNT: \$1500.00

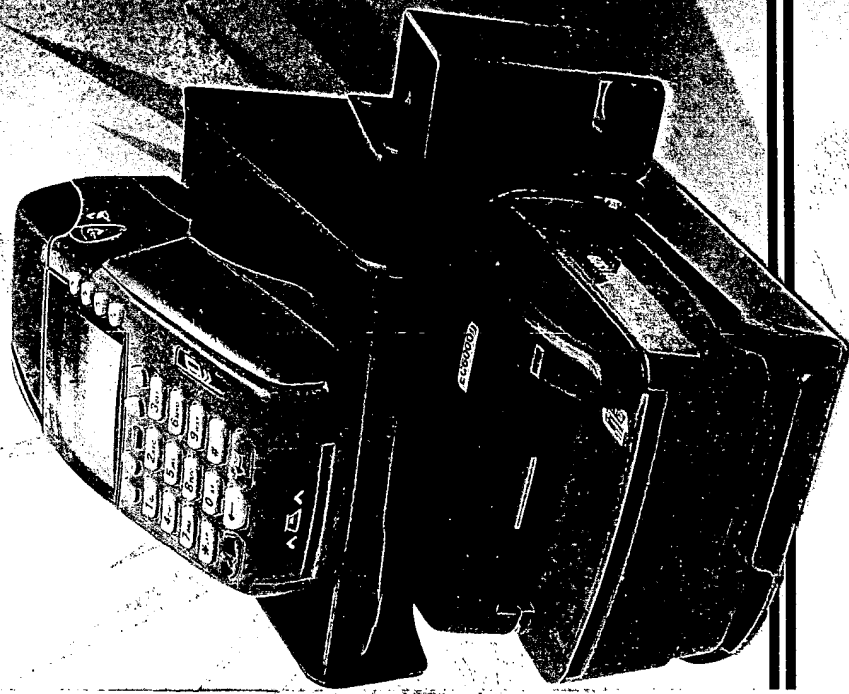
AUTHORIZATION FOR PAYMENT
 I authorize you, the merchant, to initiate a payment on this check and to use the amount of the payment for the purchase of goods and services. I understand that the merchant will be responsible for the return of the check to the bank. I understand that the merchant will be responsible for the return of the check to the bank. I understand that the merchant will be responsible for the return of the check to the bank.

Pay to the order of: TXU
 \$1500.00
 Fidelity Express
 1234 LANE BOULEVARD
 ANYTOWN, TEXAS 71234

For: 000-0000-00-0
 1234 5678901 1230000* 1234

John A. Customer

DATA IS VERIFIED AND TRANSMITTED REAL-TIME IN A MATTER OF SECONDS!



FIDELITY EXPRESS

YOUR TOTAL SOLUTION*

HELP FIDELITY EXPRESS BRING
CONVENIENCE TO YOUR
CUSTOMERS.

MORE INFORMATION

TOLL FREE: (800) 621-8030 EXT 252
 FAX: (903) 885-6240

WEB SITE WITH E-MAIL INFORMATION:
WWW.FIDELITYEXPRESS.COM

FIDELITY EXPRESS
 ATTN: SALES DEPARTMENT
 P. O. BOX 768
 SULPHUR SPRINGS, TX 75483



TXU Electric

01234567890123456700000012345000

AMOUNT DUE \$58.00

*****AUTOCR**R003

JOHN A. CUSTOMER
 1234 MAIN BOULEVARD
 ANYTOWN, TEXAS 71234

Send Payment To:

TXU ELECTRIC
 P.O. BOX 100001
 DALLAS, TX 75310-0001

ACCOUNT NUMBER: 000-0000-00-0
 PAYMENT MUST BE RECEIVED BY: SEPTEMBER 4, 2001



INCREASE PROFITS!

Each year, over 20 billion bills are paid in person. Fidelity Express' Bill Payment Solution provides the way to offer a critical service that will bring your customers back month after month. A system so fast and easy, your employees can be trained in less than an hour and you collect a fee for every transaction.

Fidelity Express brings you a proven way to increase profits by accepting telephone, gas, electric, cable, etc., bill payments from customers who pay in person. The same excellent customer support from our field reps and help desk staff is available. We provide state of the art equipment, training and support to ensure safe and secure transactions.



COMMUNITY SERVICE!

By becoming a Fidelity Express bill pay agent, you provide a fast, convenient and secure way for customers to pay their bills. 38% of all U.S. citizens do not have bank accounts. The average number of bills per household is five and 80% of these are for utilities.



INCREASE TRAFFIC!

Statistics show the more products and services you provide for your customers, the more traffic you build in your store. Surveys show consumers usually make purchases after paying bills at a retail location. Convenient, efficient service brings customers back month after month.

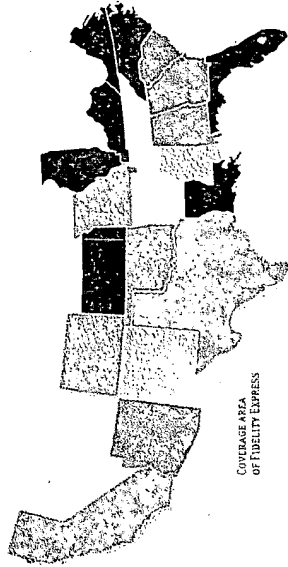
© 1998 FIDELITY EXPRESS, A DIVISION OF GSC ENTERPRISES, INC.



THE TOTAL SOLUTION!

Other financial services that are available with this same equipment:

Money Orders
Debit/Credit Cards
Age Verification



COVERAGE AREA
OF FIDELITY EXPRESS



ABOUT FIDELITY EXPRESS

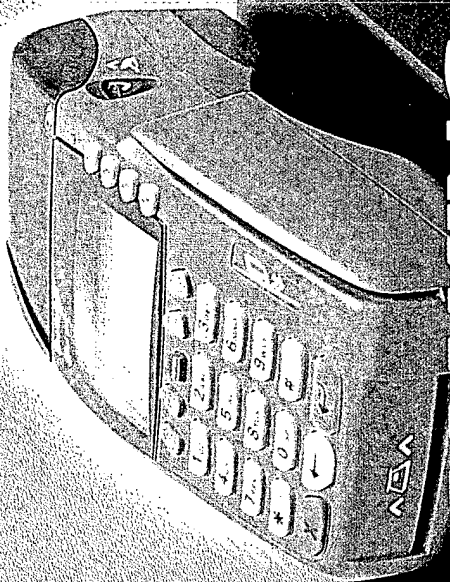
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EXHIBIT D3

2007

MAKING BILL PAYMENTS EASIER!



FIDELITY

E X P R E S S

YOUR TOTAL SOLUTION*

One Terminal!

Images are uploaded nightly to Fidelity's server for easy future access.



FIDELITY
EXPRESS

YOUR TOTAL SOLUTION®

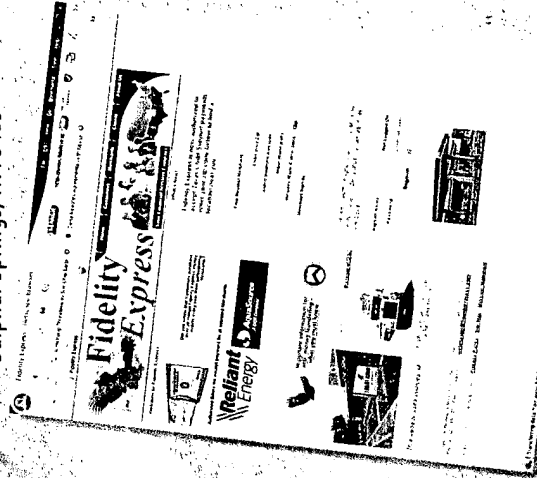
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**DATA IS
VERIFIED
AND
TRANSMITTED
REAL-TIME
IN A
MATTER OF
SECONDS!**

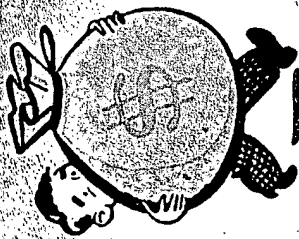
More Information!

Toll Free: (800) 621-8030 ext 252, FAX: (903) 885-6240
Web Site with E-mail information: www.fidelityexpress.com

Fidelity Express
Attn: Sales Department
P. O. Box 768
Sulphur Springs, TX 75483



HELP FIDELITY EXPRESS BRING CONVENIENCE TO YOUR CUSTOMERS.



INCREASE PROFITS!

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Fidelity Express brings you a proven way to increase profits by accepting telephone, gas, electric, cable, etc., bill payments from customers who pay in person.* The same excellent customer support from our field reps and help desk staff is available. We provide state of the art equipment, training and support to ensure safe and secure transactions.

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INCREASE TRAFFIC!

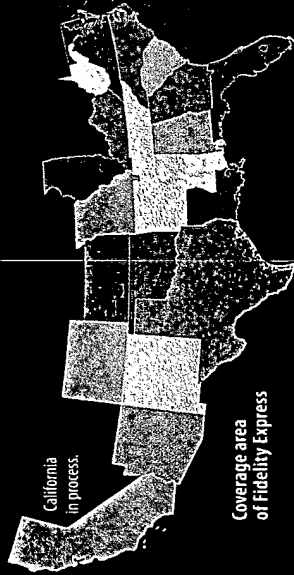
Statistics show the more products and services you provide for your customers, the more traffic you build in your store. Surveys show consumers usually make purchases after paying bills at a retail location. Convenient, efficient service brings customers back month after month.

*Available bills may vary by geographical area.

THE TOTAL SOLUTION!

Other financial services that are available with this same equipment:

Money Orders
Debit/Credit Cards*
Age Verification



Coverage area of Fidelity Express

ABOUT FIDELITY EXPRESS!

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*Fidelity Express is an Independent Sales Organization in association with Bank of America.

EXHIBIT D4

Do you accept
credit cards?



OUR TOTAL SOLUTION




No Equipment To Buy!

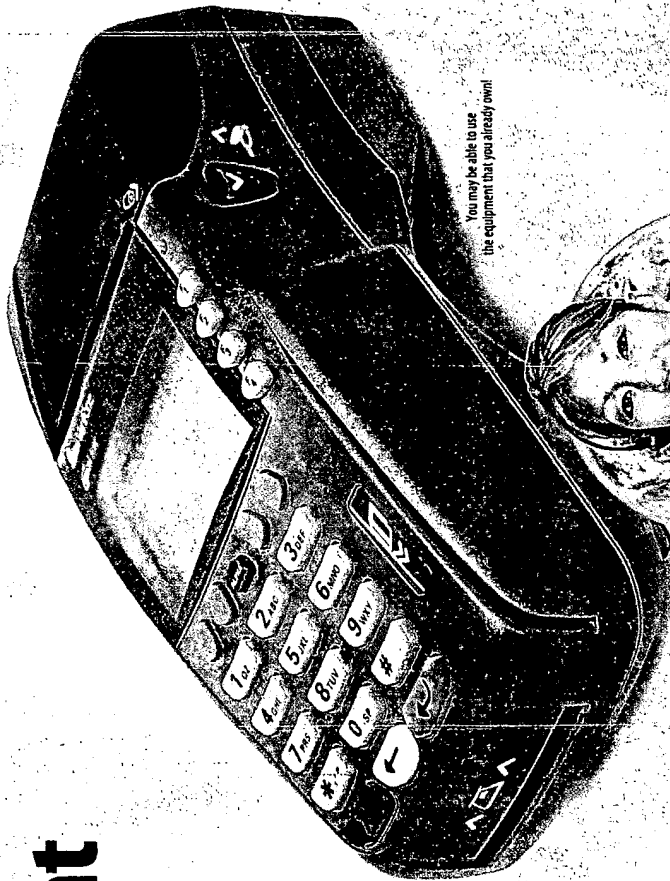
Accepting credit cards* is part of today's business market.

Your customers expect many payment options. By accepting credit cards, your sales may increase by 30-50% and may also increase impulse buying to help sell higher priced products.

**Call Now...
1-800-621-8030**

**We also offer money orders
and bill pay services!**

-  World-Class, High-Tech Products and Services!
-  World-Class Customer Support
-  We support our merchants 24 hours a day, 7 days a week.



You may be able to use the equipment that you already own!


WORLD CLASS CUSTOMER SUPPORT





**FIDELITY
EXPRESS**

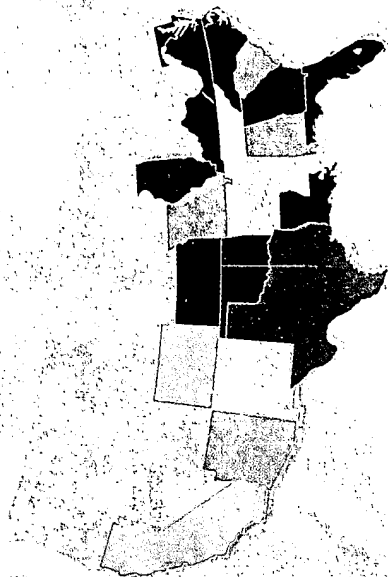
YOUR TOTAL SOLUTION*

**Over 19 billion credit
card transactions and
15.6 billion debit transactions
are processed annually!**

 According to the 2004 Federal Reserve Payment Study, 23% of all non-cash payments are made with credit cards while 20% are made with debit cards.

 Increases in the number of debit card transactions account for over half of all growth in electronic payments.

 The annual number of payments initiated by cards (credit, debit and EBT) increased 11 million between 2000 and 2003, for an annual growth rate of 13.2%.



Map of the States covered by Fidelity Express

Fidelity Express... a world of experience in transaction processing that will meet your requirements.

*Fidelity Express is an independent sales organization in association with Bank of America.

Who Is Fidelity Express?



Fidelity Express is a division of GSC Enterprises, Inc., a company originally founded as Grocery Supply Company in 1947.

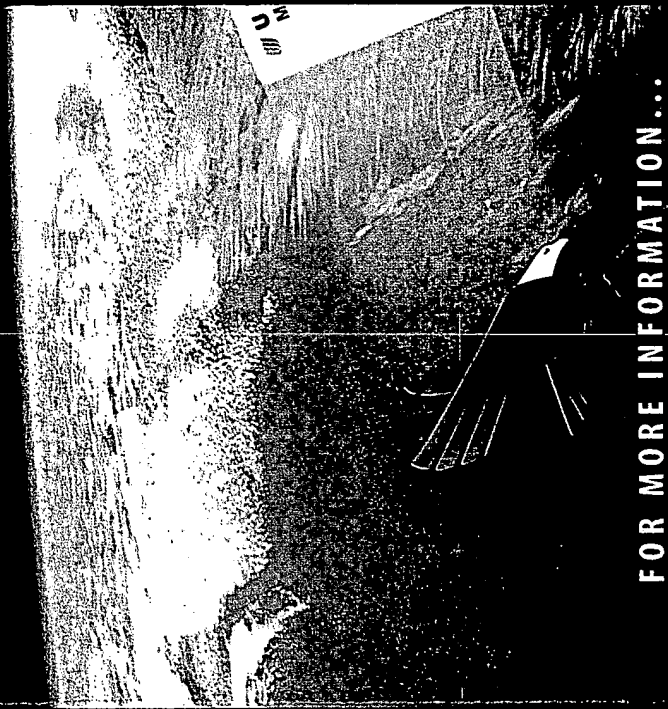
Over the past years, GSC Enterprises, Inc., has expanded from a small operation located in Mt. Vernon, Texas, to being listed as the fifth largest candy and tobacco wholesaler in the Nation (U.S. Distribution Journal, September 15, 1995).

It is the longevity, strength, and commitment to knowing and meeting our customer needs that enable Fidelity Express to serve your financial services business with quality and dependable service.



Our Business Is Making Yours Better!

THE TOTAL SOLUTION[®]



FOR MORE INFORMATION...

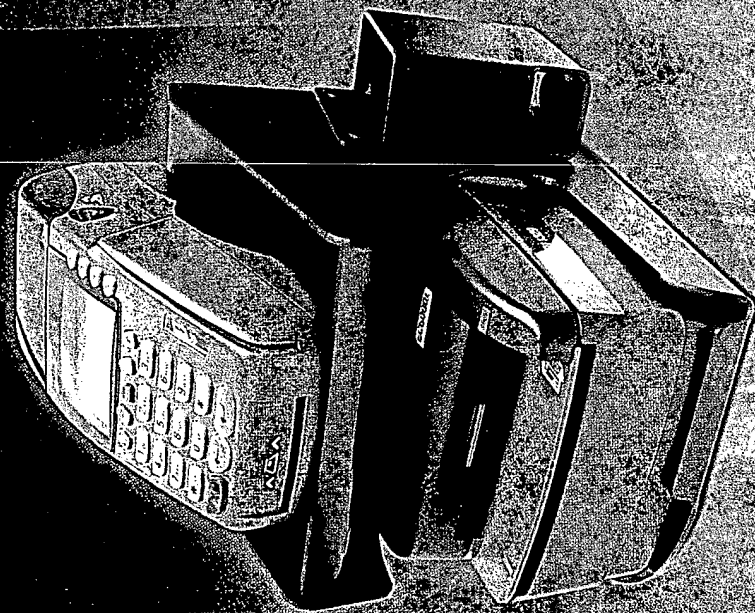
Visit our web site at <http://www.fidelityexpress.com>
or our corporate site at <http://www.gscenterprises.com>

or call toll-free:

1-800-621-8030

EXHIBIT D5

See
The Solution!
DEFINING SUCCESS!



Never Underestimate The Power
Of Personal Service

FIDELITY
XPressPay
The Total Solution

YOUR BILL PAY SERVICE

Account: 52 5283 Southwest
 New Charges Due: 10/14/05
 Total Due: \$ 48.88
 Amount Paid :
 476860
 \$

VERIZON SOUTHWEST
 PO BOX 000000
 DALLAS TX 75397-0000

MARK & SHERRI QUAIN
 161 COUNTRY ROAD 7548E
 SLEPAAZ SPCS TX 75482-7548

Yes! I want to be a *Lifetime Champion*
 Sign me up for a \$1 monthly donation
 to *Verizon Needs*.

✓ **verizon**

10 5283 2637350207 02637350207 5263 2637350207

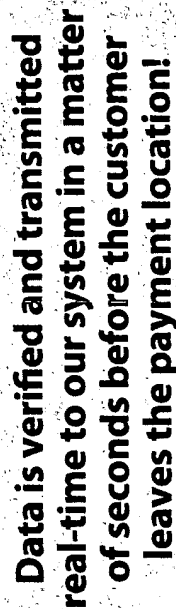
Image and MICR line is captured at the POS. The check is converted electronically eliminating the need to handle paper checks.

Images are uploaded nightly to Fidelity's server for easy future access and availability to the biller.

The Fidelity Express Bill Pay Solution provides a convenient, secure way for consumers to pay bills faster.

With Fidelity Express[®] Total Solution, payment locations capture all the information needed to convert the customer's bill stub and check into an electronic transaction right at their bill station.

The Fidelity Express Solution provides rapid and accurate capture of the OCR and MICR information on the bill stubs and checks while capturing the image of each document for retrieval. As a result, the need for paper storage and manual retrieval by the merchant is no longer necessary and a paper deposit of checks is eliminated.



**Experience Cutting Edge Technology
And Service Second To None.**

FIDELITY
XPressPay
The Total Solution

YOUR BILL PAY SERVICE

The Fidelity Express Bill Pay Solution

A Convenient, Secure Way For Customers To Pay Bills Faster!

- Reduce customer service calls to your service centers, as our staff handles the majority of any issues fast and efficiently.
- Reduce the number of returned checks.
- Reduce costly "truck rolls" for treatment on certain accounts.
- Reduce the number of "unpostable" payments.
- Make images of checks and/or bill stubs available on-line for easy access eliminating the countless hours sifting through paper bills and checks.

Reliant Energy

Fidelity Express provides a solid and flexible walk-up bill pay solution. Reliant is most pleased with the accuracy and timeliness of their over-all service.

Chris A. Johnson
Director, MIS Manager
Reliant Energy Retail Services

Westar Energy

Westar Energy, we are very excited with the quality of service from Fidelity Express and the numerous technology advances offered which are being used by other vendors. We utilize viewing images of payments online, and it is to provide a "no checks accepted" file along with a Westar bill number verification file prior to accepting a payment. Fidelity Express developed a positive ID solution for us that has been extremely helpful. We believe Fidelity has exceeded our expectations in their service.

Paul J.
Director Credit & Collections
Westar Energy, Inc.

Arcera Communications

Arcera Communications has always endeavored to provide our customers with a premium service and support, a key component of which is providing prompt and cost-effective bill payment solutions. As such, Fidelity Express has emerged as a key ally by conveying expansive coverage and the best technology to create an efficient, quality product that is reliable and easy to use.

Tom Winick
Vice President Sales & Marketing
Arcera Communications, Inc.

Clay Electric

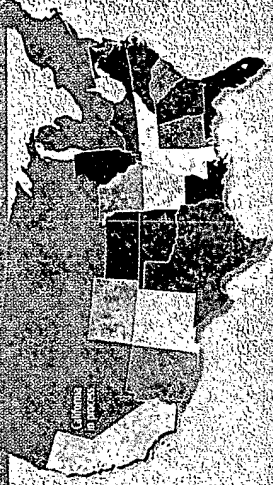
Clay Electric has found Fidelity Express to be a good business partner providing services as promised. Based on feedback from our customers, the service is appreciated and there have been very few problems and these have been quickly handled by Fidelity. They have also been responsive to questions or request from Clay Electric.

Paul Waters
Director - District Operations
Clay Electric Cooperative, Inc.

Brownsville Public Utilities Board

Brownsville Public Utilities Board, the municipal utility of Brownsville, Texas, processes approximately 600,000 payments a year. In 2000, only 2% of our payments were automated, but with the help of companies like Fidelity Express we've been able to automate 45% of our payments in 2005. This allows us to reduce expense, focus more on our customers' individual growth of our staff - and - the local agent merchants in the community. We're happy about the ease and accuracy of the automated process.

Greg E. Hernandez
Director of Customer & Information Services
Brownsville Public Utilities Board



Fidelity Express is a division of GSC Enterprises, Inc., a company originally founded as Grocery Supply Company in 1947.

Over the years, GSC Enterprises, Inc., has expanded from a small operation located in Mt. Vernon, Texas, to one of the major wholesale grocery distributors in the nation.

It is the longevity, strength, and commitment to knowing and meeting our customers' needs that enables Fidelity Express to provide quality, dependable service.

Toll Free: (800) 621-8030 ext. 250
Toll Free FAX: (877) 812-2470

Web Site with E-mail information:
www.fidelityexpress.com

Fidelity Express

Attention: Bill Pay Department
P. O. Box 768
Sulphur Springs, TX 75483



FIDELITY
EXPRESS

YOUR TOTAL SOLUTION™

EXHIBIT D6

0000

Your Financial Services Company

THE TOTAL SOLUTION



FIDELITY

EXPERIENCE

YOUR TOTAL SOLUTION*



FIDELITY EXPRESS

The Total Solution®

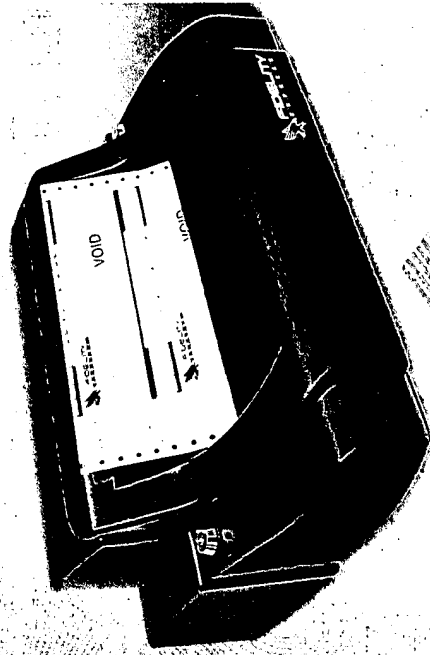
We offer you
one, several, or all
of these financial services

- Money Orders
- In-Person Bill Payments
- Age Verification
- Credit/Debit Card Processing
14.6 billion credit card transactions and 3 million debit transactions, including ATM script are handled annually.
- Check Services
Bad checks cost retailers in excess of \$4.9 billion annually (70% NSF and 30% fraud).
Truncation converts paper checks to electronic transactions at the point of sale. Provides merchant quick consolidation of funds, increased cash flow, reduced loss and simplified bookkeeping.
470,000 merchants seek the help of check verification and check collection services annually.

Why do I want financial services for my business?

Our main focus has always been to find ways to stay competitive in an ever-changing market. One way to do this is to help our customers increase their profitability by marketing new products and services that offer added value to their consumers bringing them back again and again.

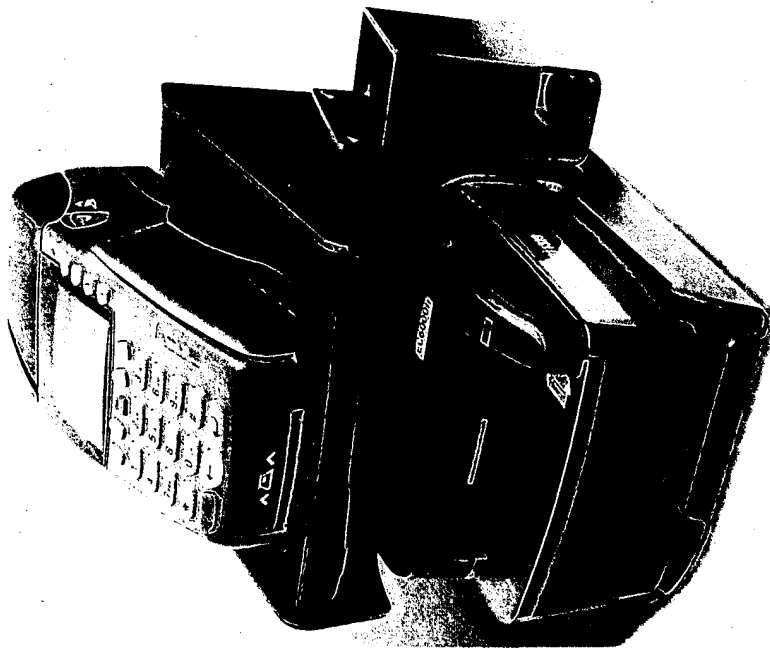
Any additional services you add to your business increases in-store traffic, therefore increasing your sales!



Why Fidelity Express?

Through our association with GSC Enterprises, Inc., we understand the grocery industry and are more attuned to the needs of your operation. We offer:

- Complete Personal Service & Support
From representatives in the field, 24 hours a day, seven days a week
- Marketing and Promotional Support
To make your financial services more profitable.
- Toll-Free Support
- Modular Electronic Equipment



Did You Know?

- Surveys show as many as 38% of U.S. Citizens are unbanked!
- The financial services we market will target this group of people: primarily low income, unbanked consumers and time-pressed middle-incomeers who demand one-stop shopping
- Convenience is the name of the game!
- Our model 5000 Financial Services Terminal will offer your consumers the convenience and services they are seeking
- Researchers project by the year 2005, at least 85% of households in the U.S. will be paying 80% of their bills electronically.
- Electronic bill payment is quickly becoming a way for merchants to capture the consumer for "one-stop shopping"
- Fidelity Express can help you stay on the edge of today's ever-changing market!



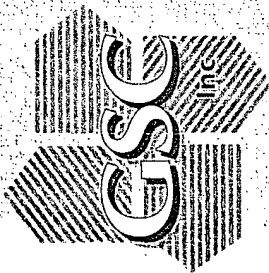
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Over the past years, GSC Enterprises, Inc., has expanded from a small operation located in Mt. Vernon, Texas, to being listed as the fifth largest candy and tobacco wholesaler in the Nation (U.S. Distribution Journal, September 15, 1995).

It is the longevity, strength, and commitment to knowing and meeting our customer needs that enable Fidelity Express to serve your financial services business with quality and dependable service.



For More Information...

Visit our web site at
<http://www.fidelityexpress.com>

or our corporate site at
<http://www.gscenterprises.com>

or call toll-free:

1-800-621-8030

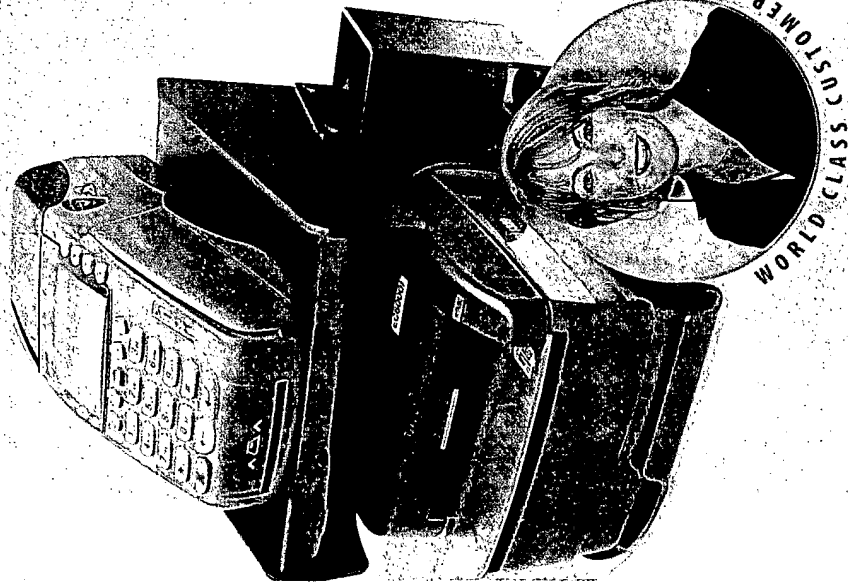
EXHIBIT D7

THE TOTAL SOLUTION

Your Financial Services Company



YOUR TOTAL SOLUTION



Why do I want financial services for my business?

Our main focus has always been to find ways to stay competitive in an ever-changing market. One way to do this is to help our customers increase their profitability by marketing new products and services that offer added value to their consumers bringing them back again and again.

Any additional services you add to your business increases in-store traffic, therefore increasing your sales!

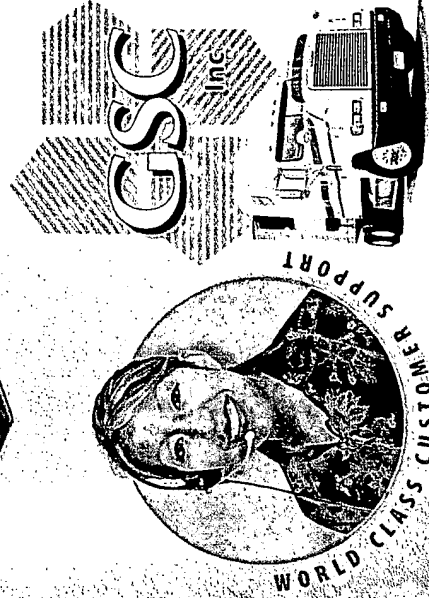
The Total Solution®

We offer you one, several, or all of these financial services

- Money Orders
- In-Person Bill Payments
- Age Verification
- Credit/Debit Card Processing*
14.6 billion credit card transactions and 3 million debit transactions, including ATM script are handled annually.



*Fidelity Express is an Independent Sales Organization in association with Bank of America.



Why Fidelity Express?

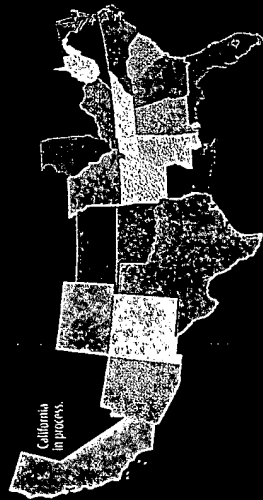
Through our association with GSC Enterprises, Inc., we understand the grocery industry and are more attuned to the needs of your operation. We offer:

- Complete Personal Service & Support from representatives in the field, 24 hours a day, seven days a week.
- Marketing and Promotional Support to make your financial services more profitable.
- Toll-Free Support with our dedicated, experienced team of professionals.
- Modular Electronic Equipment

DID YOU KNOW?

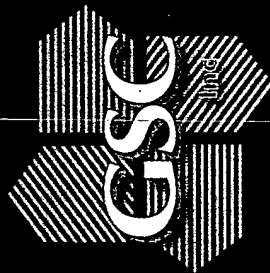


- The latest surveys reported over 10 million "unbanked" households in the U.S.
- The financial services we market will target this group of people: primarily...low income, unbanked consumers and time-pressed middle-incomeers who demand one-stop shopping.
- Our model 5001 Financial Services Terminal will offer your consumers the convenience and services they are seeking.
- Industry reports that about 20% of all utility bill payments - more than one billion annually - are made at walk-in sites. Fidelity Express' Bill Pay provides you a way to capture those customers in your area.
- Fidelity Express' cutting edge payment technology for your business will keep customers coming back month after month.
- Convenience is the name of the game!



Map of the States covered by Fidelity Express

WHO IS FIDELITY EXPRESS?



Fidelity Express is a division of GSC Enterprises, Inc., a company originally founded as Grocery Supply Company in 1947.

Over the past years, GSC Enterprises, Inc., has expanded from a small operation located in Mt. Vernon, Texas, to being listed as the fifth largest candy and tobacco wholesaler in the Nation (U.S. Distribution Journal, September 15, 1995).

It is the longevity, strength, and commitment to knowing and meeting our customer needs that enable Fidelity Express to serve your financial services business with quality and dependable service.



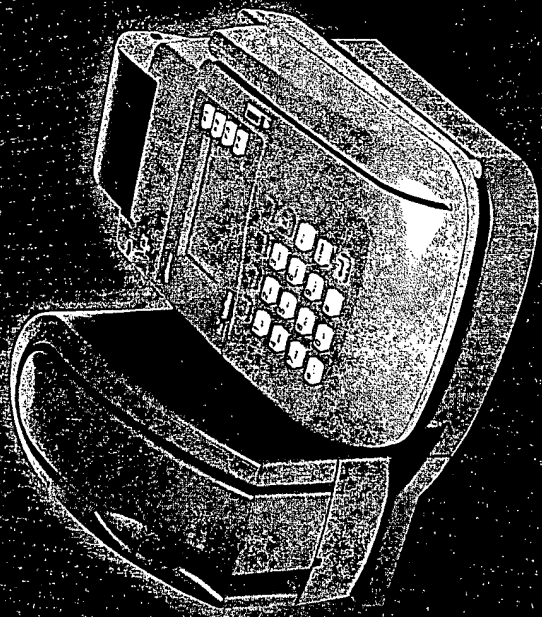
FOR MORE INFORMATION...

Visit our web site at <http://www.fidelityexpress.com>
or our corporate site at <http://www.gscenterprises.com>

or call toll-free:

1-800-621-8030

EXHIBIT D8



MAKING BILL PAYMENTS EASIER



FIDELITY EXPRESS
A DIVISION OF GSC ENTERPRISES, INC.

Data is verified and transmitted real-time in a matter of seconds!

Payment in Cash, Check or Both!



ONE TERMINAL

Fidelity Express' Bill Pay Solution allows payments for multiple billers on one terminal. Bill format coordinates are unique to the biller and are individually stored in the terminals.

Image and data in OCR line are captured at the POS eliminating the need for paper storage and manual retrieval by the merchant.

TXU **TXU Electric**

0123456789012345670000012345000

AMOUNT DUE \$58.00

*****AUTO CR***R003

JOHN A. CUSTOMER
1234 MAIN BOULEVARD
ANYTOWN, TEXAS 71234

ACCOUNT NUMBER: 000-0000-00-0
PAYMENT MUST BE RECEIVED BY: SEPTEMBER 4, 2001

Send Payment To:

TXU ELECTRIC
P.O. BOX 100001
DALLAS, TX 75310-0001

JOHN A. CUSTOMER
1234 MAIN BOULEVARD
ANYTOWN, TEXAS 71234

Date July 31, 2001

1234

001234567
246102

AUTHORIZATION FOR PAYMENT

I authorize you, the merchant, to initiate a debit entry to my checking account at my bank for the amount rendered on this check and an additional debit entry for \$30.00 or less, if the item is cashed over.

TXU **Fidelity Express**

Pay to the order of Fidelity Express

\$ 15300-

1234

000-0000-00-0

12345678901: 12300011

1234

JOHN A. CUSTOMER



MORE INFORMATION

Toll Free: (800) 621-8030 ext 252
FAX: (903) 885-6240

Web Site with E-mail information:
www.fidelityexpress.com

Fidelity Express
Attn: Sales Department
P.O. Box 768
Sulphur Springs, TX 75483

Help Fidelity Express bring
convenience to your
customers.

Place Business Card Here




FIDELITY EXPRESS
A DIVISION OF GSC ENTERPRISES, INC.



INCREASE PROFITS


Each year, over 20 billion bills are paid in person. Fidelity Express' Bill Payment Solution provides the way to offer a critical service that will bring your customers back month after month. A system so fast and easy, your employees can be trained in less than an hour and you collect a fee for every transaction.

Fidelity Express brings you a proven way to increase profits by accepting telephone, gas, electric, cable, etc., bill payments from customers who pay in person.* The same excellent customer support from our field reps and help desk staff is available. We provide state of the art equipment, training and support to ensure safe and secure transactions.



COMMUNITY SERVICE

By becoming a Fidelity Express bill pay agent, you provide a fast, convenient and secure way for customers to pay their bills. 38% of all US citizens do not have bank accounts. The average number of bills per household is five and 80% of these are for utilities.



INCREASE TRAFFIC

Statistics show the more products and services you provide for your customers, the more traffic you build in your store. Surveys show consumers usually make purchases after paying bills at a retail location. Convenient, efficient service bring customers back month after month.

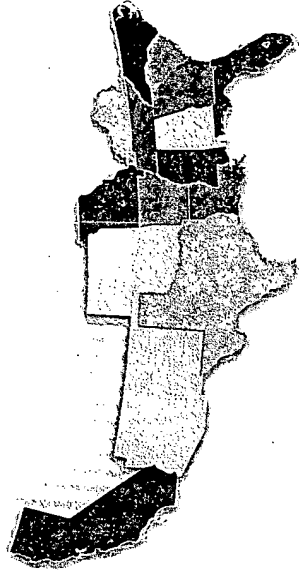
*Available bills may vary by geographical area.



THE TOTAL SOLUTION!

Other financial services that are available with this same equipment:

- Money Orders
- Gift Certificates
- Debit/Credit Cards
- Age Verification



ABOUT FIDELITY EXPRESS

Fidelity Express was founded in 1988 as a Division of GSC Enterprises, Inc., a 50+-year-old grocery wholesaler with over 1200 employees. GSC Enterprises is one of the top 100 privately held corporations in the U.S. and is headquartered in Sulphur Springs, Texas.

Fidelity Express began as an independent money order company to fill the void in service to the independent merchant not pursued by the major financial service providers. We currently serve 5000+ merchants across 17 states in the Southeastern U.S. After only 12 years, we process over \$2.5 billion annually, which represents over 20 million money orders sold. Our bill pay product is on track to exceed our record growth. We are in a constant state of evolution to stay on the cutting edge of technology to better serve you.

EXHIBIT D9



TAKING BILL PAYMENTS TO NEW HEIGHTS!!

- **Ever think paying bills could make you money?**

Each year over 20 billion bills are paid in person. Fidelity Express' Bill Payment Solution provides the way to offer a critical service that will bring your customers back month after month. A system so fast and easy your employees can be trained in less than an hour and you collect a fee for every transaction.

Fidelity Express brings you a proven way to increase profits by accepting TELEPHONE, GAS, ELECTRIC, CABLE, etc. bill payments from customers who pay in person. The same excellent customer support from our field reps and help desk is available. We provide state of the art equipment, training, and support to ensure safe and secure transactions.

- **Provide a community service.**

By becoming a Fidelity Express bill pay agent you provide a fast, convenient and secure way for consumers to pay their bills. 55% of lower income families don't have checking accounts and 80% of bills paid are utility based and average five per household.

- **Increase traffic in your store.**

Statistics show more products and service you provide for your customers, the more traffic you build in your store. Surveys show consumers usually make purchases after paying bills at a retail location. Convenient, efficient service bring customers back month after month.

Other Financial Services

Available with same
Equipment.....

- **Money Orders**
- **Gift Certificates**
- **Debit/Credit Cards**
- **Age Verification**



"Making Bill Payments Easier"



** Available bills may vary by geographical area.




**Data is verified and
transmitted real-time
in a matter of seconds!**

Cash Payments

Check Payments
(authorized only)

Or Both

"Making Bill Payments Easier"

 TXU	TXU Gas	Please return this portion with your payment
ACCOUNT NUMBER 340 9284 99 3	218	AMOUNT DUE \$321.83
C/O 02/08/01	*****AUTOCRNR013	
TXU GAS P O BOX 650653 DALLAS, TEXAS 75265-0653		
0003409284993000003218300000000009		

Fidelity Express' bill pay solutions allows payments for multiple billers on one terminal. Bill format coordinates unique to the individual biller are stored in terminals.

Image and data in OCR line are captured at the POS eliminating the need for paper storage.

PAY TO THE ORDER OF	TXU GAS	1113
100 hundred and no/100	\$ 111.30	
BANK ONE		
FOR 340 9284 993		

Image and MICR line is captured at the POS. The check is converted electronically eliminating the need to handle special deposits.

Images are uploaded nightly to Fidelity's server for easy future access.

Help Fidelity Express bring convenience to your customers.

**SOUND
INTERESTING ??**

**PLEASE
CONTACT:**

FIDELITY EXPRESS
P.O. Box 768
Sulphur Springs, TX 75483
800/621-8030, Ext. 252



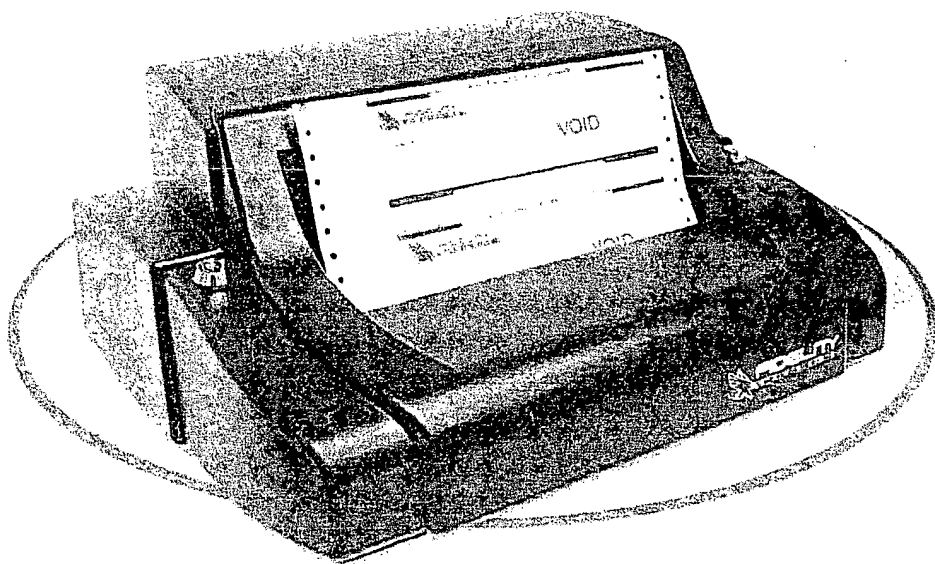
EXHIBIT D10

The Fidelity Express Financial Services System

Terminal

- Reliable
- Economical
- Efficient
- User Friendly
- Fraud Resistant

The Fidelity Express Financial Services Terminal saves you time, counter space and money!



Secure Printer

Our secure printer was designed for any process which requires secure documents like money order issuance and sales.

- Simple to operate
- Fast print speed with security font
- Multiple money order issue capability
- Large capacity forms storage

Requirements:

One standard telephone jack.
One standard electrical outlet.

Size:

Terminal measures 9.5"x4.5"x4" and weighs 3 pounds.
Printer measures 15"x13"x9" and weighs 13 pounds. Secure printer can be placed several feet from the main terminal.

Transaction data stored in terminal can be polled (software provided) to interface with main system.

Debit/Credit/EBT transactions capability in same terminal with your provider or ours!

Visit our web site at <http://www.fidelityexpress.com>

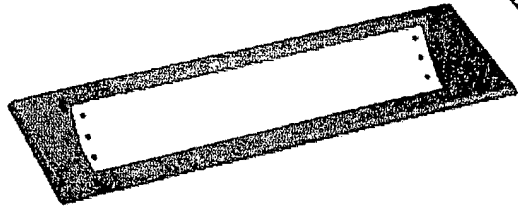
or call toll-free:
1-800-621-8030



2005

EXHIBIT D11

THE FINANCIAL SERVICES TERMINAL



ENTRONICS MODEL 5000

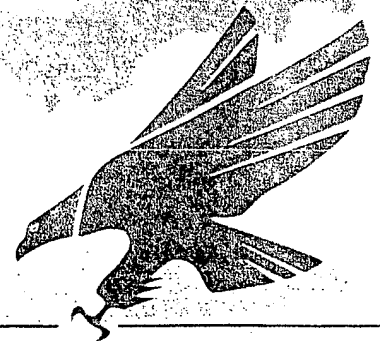
*The Entronics Financial Services Terminal
saves you time, counter space and money!*

- ▶ **RELIABLE**
- ▶ **ECONOMICAL**
- ▶ **MULTIFUNCTIONAL**
- ▶ **EFFICIENT**
- ▶ **USER FRIENDLY**
- ▶ **PROMOTES FRAUD PREVENTION**

FIDELITY EXPRESS-ENTRONICS

A DIVISION OF GSC ENTERPRISES

*Taking you
to new heights.*



2002

THE FINANCIAL SERVICES TERMINAL

MONEY ORDER SALES/GIFT CERTIFICATE ISSUANCE

- Simple to operate
- Fast print speed with security font
- Massive forms capacity
- Multiple money order issue

ATM

Provides ATM convenience without adding expensive ATM equipment

DEBIT/CREDIT CARD/EBT TRANSACTIONS

- Standard debit/credit card transactions
- EBT capable

CHECK VERIFICATION AND/OR CHECK TRUNCATION


- Eliminates the need for back room handling of checks
- Provides support for retail check transactions

WIRE TRANSFERS

HOME PHONE SERVICE

LONG DISTANCE PHONE CARDS

**MAKE BETTER USE OF PREMIUM COUNTER SPACE AND
ELIMINATE SEVERAL PEICES OF COSTLY EQUIPMENT
WHILE OFFERING MORE SERVICES!**

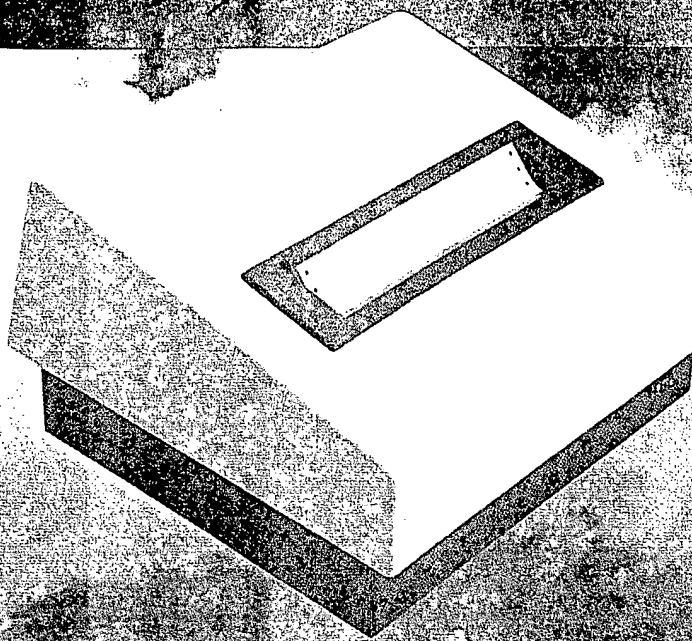
 **Requirements:** One standard telephone jack
Two standard electrical outlets

 **Size:**

- Terminal: width 12.5"; length 10"; height 5.5"
- Optional printer: width 15.5"; length 14.5"; height 9"
- Secure printer can be places several feet from the main terminal

Coming Soon - In-Person Utility Bill Payments

THE FINANCIAL SERVICES TERMINAL



ENTRONICS MODEL 5000

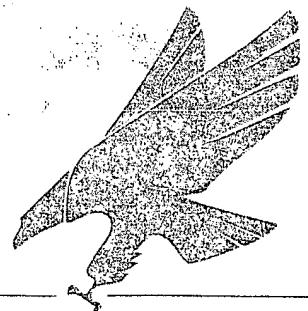
*The Entronics Financial Services Terminal
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- ▶ **RELIABLE**
- ▶ **ECONOMICAL**
- ▶ **MULTIFUNCTIONAL**
- ▶ **EFFICIENT**
- ▶ **USER FRIENDLY**
- ▶ **PROMOTES FRAUD PREVENTION**

FIDELITY EXPRESS-ENTRONICS

A DIVISION OF GSC ENTERPRISES

*Taking you
to new heights.*



2002

THE FINANCIAL SERVICES TERMINAL

■ MONEY ORDER SALES/GIFT CERTIFICATES

- Simple to operate
- Fast print speed with security font
- Massive forms capacity
- Multiple money order issue

■ ATM SCRIPT

- Provides ATM convenience without adding expensive ATM equipment

■ DEBIT/CREDIT CARD/EBT TRANSACTIONS

- Standard debit/credit card transactions
- EBT capable

■ CHECK VERIFICATION AND/OR CHECK TRUNCATION

- Eliminates the need for back handling of checks
- Provides support for retail check transactions

**MAKE BETTER USE OF PREMIUM COUNTER SPACE AND
ELIMINATE SEVERAL PIECES OF COSTLY EQUIPMENT
WHILE OFFERING MORE SERVICES!**

- **Requirements:** One standard telephone jack
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- Optional printer: width 15.5"; length 14.5"; height 9"
- Secure printer can be placed several feet from the main terminal

For more information please contact us at 800-621-8030 ext. 255, fax us at 903-885-6240, or E-mail us at lexpress@koyote.com. You can also page our National Marketing Director, Terry Hair, at 800-419-6378, or complete, detach and mail this form directly to:

FIDELITY EXPRESS-ENTRONICS
P.O. BOX 768
SULPHUR SPRINGS, TX 75483

NAME _____ TITLE _____
COMPANY NAME _____ NUMBER OF STORES _____
ADDRESS _____ TELEPHONE NUMBER _____
CITY, STATE, ZIP _____

ARE YOU CURRENTLY A FIDELITY EXPRESS-ENTRONICS CUSTOMER? YES _____ NO _____

I am interested in the following services (check all that apply)

MONEY ORDERS _____ GIFT CERTIFICATES _____ EBT TRANSACTION _____
CHECK VERIFICATION _____ CHECK TRUNCATION _____ ATM SCRIPT _____
DEBIT/CREDIT CARD TRANSACTIONS _____

EXHIBIT E1

News

VeriFone, Inc.
2455 Augustine Drive
Santa Clara, CA 95054

www.verifone.com

Editorial Contact:

Jim Nickerson
Lois Paul & Partners PR for
VeriFone, Inc.
Tel: 415.262.1909
Cell: 415.350.4501
jim_nickerson@lpp.com

VeriFone Applauds 2002 Innovation Award Winners

Value-added applications continue to drive growth for electronic payment industry

SANTA CLARA, CA., June 10, 2002 - VeriFone Inc., the worldwide leader in electronic payment solutions, today announced the winners of the 2002 VeriFone Innovation Awards. These awards recognize innovative solutions implemented by VeriFone International Partners (VIPs), customers, and members of VeriFone's Developer Forum worldwide that add value to a merchant's POS solution and generate new revenue opportunities for payment services providers.

"We are once again tremendously impressed with the quality and variety of solutions generated by our partners and customers worldwide, and welcome this opportunity to recognize their success," said Douglas Bergeron, CEO, VeriFone Inc. "Value-added applications, combined with emerging technologies, will drive growth for the payment industry and introduce opportunities to penetrate new vertical markets."

"By identifying and responding to a merchant's need for differentiation, developers are creating new business opportunities for acquirers and ISO's interested in expanding their portfolio of merchant services," said Paul R. Martaus, President, Martaus & Associates. "Additionally, value-added applications are opening up broad avenues of discovery in non-traditional point-of-service environments."

Loyalty and gift card applications that enhance the consumer's shopping experience, and provide merchants with a means of identifying and rewarding valuable customers, are essential to helping payment services providers improve merchant retention in today's competitive business environment. VeriFone and Valutec have developed a pre-packaged gift card and loyalty solution that can be securely deployed on the same terminals used for credit and debit, without requiring re-certification of the existing payment application.

The pre-paid telecom card market continues to grow for traditional and non-traditional retail merchants seeking to extend value and convenience to their patrons. Pre-paid activation and reload applications are an important source of revenue for acquirers and ISO's interested in expanding their total services offering at the point of sale. Red Roof Inns and Motel 6, two brands of Accor Lodging North America, have implemented a pre-paid long distance activation and delivery service, using VeriFone terminals supporting Atrana's MicroPortal technology.

New applications are also designed to improve operations in non-financial markets, such as the healthcare industry. Insurance Benefit Spot Check, Inc. combines healthcare eligibility verification with financial collection at the point-of-service in a doctor's office or medical facility.

Consumer demand for convenience is a driving factor in the emergence of biometric technology. Shoppers using the 'Pay-by-Touch' solution from Indivos have the ability to pay for items by simply placing their finger on a device connected to a VeriFone terminal, while retailers enhance their ability to manage payment types, speed the checkout process and help reduce fraud.

Additionally, new solutions designed with speed of payment in mind are opening new opportunities for card acceptance, such as Quick Service Restaurants (QSR). Visa U.S.A. has partnered with VeriFone to develop a

solution to speed the process by accepting payment at the point-of-order in the drive-through lane. The solution is being tested at restaurants in Atlanta, Georgia and Redwood City, California.

The following 22 winners were selected to receive a 2002 Innovation Award:

North America:

- 1) American Payment Systems, Inc.: pre-paid telco application
- 2) Atrana: Microportal solution to deliver value-added services to the point of sale.
- 3) Catuity, Inc.: payment and loyalty application.
- 4) Ernex Marketing Technologies, Inc.: loyalty and gift card application.
- 5) Fidelity Express: money order/gift certificate/official check issuance, bill payment, check verification and conversion services, age verification applications.
- 6) Insurance Benefit Spot Check, Inc.: healthcare eligibility verification and financial collection.
- 7) Indivos Corporation: biometric identification for payment and loyalty
- 8) NPC: implementation of cafeteria payment and loyalty program
- 9) Ontain Corporation: remote order and pay for QSR industry
- 10) Paymentech: payment and gift card solution tailored for quick service markets.
- 11) ValuLink: electronic gift card and loyalty solution.
- 12) Valutec: loyalty and gift card application.
- 13) Visa USA: drive-through solution for the QSR industry

Latin America and the Caribbean:

- 14) APPI Tecnologia S.A.: electronic ordering and distribution via WAP technology
- 15) Hiper Peru: loan installment payments at the retail point of sale

16) IDEA C.O. Mexico: pre-paid telecom solution

17) Management Control Systems Ltd: pre-paid cellular reload solution.

Europe, Middle East and Africa:

18) Computercentrum C. van de Velden B.V.: rapid certification for growth markets including Belgium, The Netherlands, Germany and Switzerland

Asia Pacific:

19) Chia Hsin RMC Corporation: EMV payment, smart card loyalty and couponing application.

20) GHL Systems Sdn Bhd: NetAccess network consolidation solution.

21) China Sing Lee International Trading Ltd: security trading at the POS.

22) Remax International Inc: healthcare services authorization.

About VeriFone, Inc.

VeriFone, Inc., (<http://www.verifone.com>) is the leading global provider of secure electronic-payment solutions for financial institutions, merchants and consumers. VeriFone has shipped more than ten million electronic-payment systems, which are used in more than 100 countries. VeriFone, Inc. is held by Gores Technology Group, an international acquisition and management company.

About Gores Technology Group

With headquarters in Los Angeles, Gores Technology Group (GTG) is a privately held international acquisition and management firm that pursues an aggressive strategy of acquiring promising high-technology organizations and managing them for growth and profitability. GTG has a proven track record of acquiring and successfully managing companies — including many divisions

acquired from large publicly traded companies — through its commitment to customers, employees and continued development of intellectual property. GTG has acquired and managed approximately 35 interrelated but autonomous technology-oriented companies with locations throughout the world. Those companies provide a broad range of technology-based products and services to a substantial customer base representing millions of active users worldwide. Visit the company's Web site at www.gores.com.

For further information on Gores Technology Group please contact Michael Sitrick, mike_sitrick@sitrick.com, or Terry Fahn, terry_fahn@sitrick.com, both of Sitrick and Company, 310-788-2850.

#

EXHIBIT E2

Press Release

The News Telegram, Sulphur Springs, Texas, Thursday, September 19, 2002

Arkansas' biggest water supplier contracts with Fidelity Express for bill payment service

Sulphur Springs-based Fidelity Express announced Tuesday that it has signed an agreement with Central Arkansas Water (CAW), Arkansas' largest supplier of water services, to provide walk-in bill payment service to customers at five Fidelity locations in Pulaski County, with more locations to be added within the next two months.

Under the agreement, Fidelity Express will deliver walk-in bill payment service for Central Arkansas Water customers in the Little Rock-North Little Rock metropolitan area, from managing the agent network through the daily posting of payments and funds.

"We are extremely impressed with Fidelity Express – especially its people and its dedication to pursue products and services we want," said Gary P. Pittman, Director of Finance & Customer Service for CAW. "Fidelity's technology is right at the top of the industry, and this partnership adds to our strategy of placing the bill-payment process closer to customers."

For Fidelity Express, the agreement is a strong vote of confidence in the company's performance and expansion into this unique market.

Central Arkansas Water is a metropolitan water system that serves a population of approximately 360,000. The utility has 115,000 retail residential, commercial, and industrial customers in Pulaski County. The utility's direct service boundaries encompass the cities and communities of Little Rock, North Little Rock, Alexander, Cammack Village, College Station, Sherwood, Wrightsville, and unincorporated Pulaski County.

Fidelity Express is headquartered in Sulphur Springs and is the nation's fourth largest money order company and leading walk-in bill payment solution provider. Additional Fidelity walk-in payment clients include Texas Utilities, SESCO, Reliant Energy, Taylor Electric, and Cap Rock Electric. For more information on Fidelity, visit www.fidelityexpress.com.

EXHIBIT E3

GlobeTel Investor Relations

Press Release

 [View printer-friendly version](#)

[<< Back](#)

GlobeTel Communications Launches Travelex Money Remittance Service

FORT LAUDERDALE, Fla.--(BUSINESS WIRE)--April 17, 2006--GlobeTel Communications Corp. (AMEX:GTE) announced that it has launched its money remittance service program offered in conjunction with Travelex Currency Services, Inc., as previously planned. GlobeTel's technology has been deployed to enable remittance functions through Fidelity Express, a national leader in money order generation and walk-in bill payment solutions with a growing merchant base of more than 5,000 locations in 22 states.

Fidelity Express accepts payments through authorized retailers, primarily supermarkets and convenience stores, on behalf of utility companies such as Reliant Energy, TXU, Verizon, Atmos Energy, Westar Energy, Alabama Gas Company, Centerpoint Energy, Garland Power and Light, AquaSource, Northland Cable TV, Vycera Communications; municipalities such as City of Lake Worth, FL, City of Lakeland, FL, City of Atlanta, GA, City of Dallas Water; and government services such as Texas Child Support.

"Fidelity Express' locations provide an excellent built-in money transfer agent network for our state-of-the-art technology, which is part of the Travelex Money Transfer program," stated Timothy Huff, CEO of GlobeTel. "The rollout of our remittance technology helps Fidelity Express retain its leadership position in this fast-growing segment of commerce. Creating a one-stop shopping experience for our customers is consistent with the GlobeTel mission of providing unmatched expediency and convenience for anyone, anywhere at any time. This consistency follows through from our communications platforms and delivery systems to our remittance technologies."

Pat Odom, Division Manager of Fidelity Express, added, "Offering money remittance adds a product to our services that exactly meets the needs of many of our current customers and will attract many new customers to Fidelity Express locations, further increasing customer traffic and generating additional revenue for our retailers. Money orders, in-person bill payment and other Point Of Sale financial services offer a valuable service to consumers, while at the same time help to increase customer traffic and generate additional revenue for our retailers. Industry reports indicate that at least 20 percent of the U.S. population pays its bills in person in retail locations around the country. One of our payment location providers, the second largest supermarket chain in North America, reports 66 percent of all people who come into its stores to pay their bills buy something."

About Fidelity Express

Fidelity Express is a full-service financial services company that was established in 1988 to fill the void in service to the independent merchant. Fidelity Express is a division of GSC Enterprises, Inc., a 59-year-old grocery wholesale distributor with over 1200 employees and is the 5th largest convenience store distributor in the country with annual revenues in excess of \$1 billion. Fidelity Express, headquartered in Sulphur Springs, Texas, is one of the top five money order companies in the nation processing over \$2.5 billion in money orders annually and a leader of walk-in bill payment service providers. Fidelity Express provides walk-in payment solutions for over 50 companies made up of primarily utilities and electric cooperatives. For more information on Fidelity Express, please visit <http://www.fidelityexpress.com>

About GlobeTel Communications Corp.

GlobeTel Communications Corp. develops and provides an integrated suite of telecommunications products and services, leveraging its advances in Stored Value, VOIP and Wireless Access technologies. Individually, each of GlobeTel's five business units function as distinct, strong stand-alone entities: Together they form a powerful alliance of human talent and technological innovation resulting in the SuperHub(TM) worldwide VOIP network, Sanswire Stratellite(TM) platform and products enabling simpler, cheaper transmission of voice, data and money. GlobeTel has historically focused its business development on markets outside of the United States. Current and pending operations exist in Asia, Europe, South America, Mexico and the Caribbean. For more information, please visit: <http://www.globetel.net>.

Certain statements in this release constitute forward-looking statements or statements which may be deemed or construed to be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words "forecast," "project," "intend," "expect" "should," "would," and similar expressions and all statements, which are not historical facts, are intended to identify forward-looking statements. These forward-looking statements involve and are subject to known and unknown risks, uncertainties and other factors which could cause the Company's actual results, performance (finance or operating) or achievements to differ from future results, performance (financing and operating) or achievements expressed or implied by such forward-looking statements.

CONTACT: GlobeTel Communications Corp., Fort Lauderdale
Robert Bleckman, 954-775-1427

SOURCE: GlobeTel Communications Corp.

EXHIBIT E4

Western Union Highlights (NOTICE IN 1989 Quick Collect was born.)

The legacy of Western Union is as a telegraph company-sending messages to millions of people worldwide. Now primarily a financial services provider, the company continues to build upon its diverse 150-year history.

1851

A group of businessmen in Rochester, New York form The New York and Mississippi Valley Printing Telegraph Company, Western Union's predecessor company.

1856

The New York and Mississippi Valley Printing Telegraph Company changes its name to The Western Union Telegraph Company, signifying the union of "western" telegraph lines with eastern lines into one system, following acquisition of a series of competing telegraph systems.

1861

Western Union completes the first transcontinental telegraph line, providing fast, coast-to-coast communications during the U.S. Civil War.

1866

Western Union introduces the first stock ticker, providing brokerage firms with New York Stock Exchange quotations.

1870

Western Union launches a time service, helping to standardize time nationally. Western Union will hold the distinction as "The Nation's Timekeeper" for nearly a century.

1871

Western Union Money Transfer® service was introduced and became the company's primary business.

1884

Western Union is selected as one of the original 11 stocks tracked in the first Dow Jones Average.

1914

Western Union introduces the first consumer charge card.

1923

Western Union introduces teletypewriters, joining branches and individual companies.

1933

Singing telegrams are introduced.

1935

The first inter-city facsimile service is introduced.

1943

Pioneered the first commercial inter-city microwave system.

1958

Western Union introduces Telex, a direct-dial consumer to consumer teleprinter service.

1964

Western Union inaugurates the use of a transcontinental microwave radio beam system, replacing poles and wires spanning the continent.

1970

Western Union Mailgram messages offer next-day delivery via postal service.

1974

Western Union launches Westar I, the first domestic communications satellite for America.

1982

Western Union is the first company with five satellites in orbit.

1989

Quick Collect® provides creditors a service for securing fast collection of payments via flat-rate Money Transfers.

1989

Rapid Money Transfer service becomes available outside North America.

1992

Western Union Money Order service provides customers with a fast, easy way to get money orders.

1993

Dinero en Minutos® (Money in Minutessm) service is introduced, making funds sent to Mexico from the U.S. available in just minutes.

1993

The Western Union Phone Card service is the first branded, pre-paid and disposable telephone card offered in the U.S.

1994

First Financial Management Corporation acquires Western Union Financial Services, Inc.

1995

First Financial Management Corporation completes a \$7 billion merger with First Data Corporation (NYSE: FDC). Western Union Financial Services, Inc. becomes a First Data Corporation subsidiary.

1996

Western Union opens its North America headquarters in Englewood, CO, and maintains its International and Commercial Services headquarters in Paramus, NJ. International presence

continues to expand with new regional offices in Paris, Vienna and Hong Kong.

1998

The Western Union Money Transfer service expands to reach 50,000 Agent locations worldwide, the world's largest money transfer network. International Regional Operating Centers open in Brussels and Costa Rica.

1999

By the end of the year, there are more than 80,000 Western Union Agent locations in over 140 countries and territories around the globe.

2000

Western Union launches westernunion.com, bringing the convenience of money transfer to the Internet.

2001

Western Union celebrates its 150-year anniversary by reaching more than 100,000 Agent locations worldwide.

EXHIBIT E5

Welcome!

Thank you for visiting Travelers Express® Utility Bill Payment on-line. Please feel free to come inside and take a look around at all we have to offer our customers. At this site we can help:

Provide information on
Travelers Express Utility
Bill Payment

Link you to customer
service for this product

Pay Your Utility Bills with Travelers Express Utility Bill Payment

In addition to MoneyGram® ExpressPaymentSM, Travelers Express offers an in-person, utility bill payment service. Travelers Express has been providing payment services in neighborhoods across the country for more than 50 years. We are building on our success in the money order business and helping major utilities manage a part of their bill payment process. As a service to consumers, many utilities offer an alternative to mail-in payments. They do this by designating neighborhood locations--like grocery stores, convenience stores, or other local retailers--where you can pay your bill in person.

Paying Bills With Utility Bill Payment Service Is Easy

Here's how the process works:

1. You, as the customer, present cash or check payments made out to the utility, along with your bill so your payment can be credited to your account number.
2. The agent will enter your customer payment information into our systems and your payment information is sent to a central computer site.
3. Your payment information is transferred to the appropriate utility and applied to your account.
4. You receive a receipt of the transaction as proof that you've paid in case payment verification is necessary.

EXHIBIT E6



*American Payment Systems,
Inc. is the leading provider of
walk-in payment services to
utility billers through a national
network of authorized agents.*

Background

- Headquartered in Hamden, CT, APS is a wholly-owned business unit of United Resources, Inc., the parent of non-regulated businesses operating under the UIL Holdings Corporation.
- APS was established in 1990 to replace the costly neighborhood storefronts that UI once operated in order to enable its customers to pay their bills in person.
- American Payment Systems provides a link between utilities, other service providers and their customers who need or want to pay their bills in person.
- APS ranks as one of the country's leading bill payment services, accepting payments at more than 5,500 retail locations in 44 states.
- APS collected 81 million payments in 1999 representing \$8 billion and is on track to collect almost \$9 billion in 2000.
- APS has historically contracted with utilities and other service providers to collect payments through independent retailers serving as walk-in payment centers.

Overview

- APS recruits, equips and trains retailers and their employees (known as "agents") to collect bill payments

from customers (known as "walk-in payments").

- Agents deposit payments daily into APS bank accounts and electronically transmit payment information to APS' data center.
- APS data center then consolidates and forwards the payment and payment information to the billers to whom the payments are due.
- Retail agents that collect the payments for APS are generally grocery stores, pharmacies, banks and check cashing stores in the billers' service area. Agents receive a fee for each transaction processed.

Technology

Deploying point of sale technology is an important component of APS' business. At each agent location:

- APS sets up a terminal, which includes an OCR scanner to capture the bill information in digital form, at each agent location to transmit billing information.
- Consumers present their bills and their payment (either by cash or check) to an agent employee who scans the bill and enters payment information into the terminal.
- The system transmits real time information back to the APS data center and then to the billers and can even block the acceptance of checks from customers prone to bouncing their payments.

- The customer receives a printed receipt indicating that the biller will post his/her payment the following day.

Quikpay!

In April 2000, APS expanded its technology base when it acquired a small company, QuikPay! Service, LLC. The benefits of Quikpay! are:

- Quikpay!'s payment software runs on personal computers,
- Quikpay! greatly expands the number of retail locations that APS can eventually operate in,
- Quikpay! expands APS' business model from collecting only authorized or contracted payments (where APS has a contract with—and receives payment from—the biller to collect payments) to collecting non-contracted payments (where there is no contractual arrangement between APS and the billers; and the agent and APS share the fee paid by the consumer).
- QuickPay! can collect bill payments for almost any company, whether or not it has a direct contract with APS.
- Quikpay! also allows APS to increase the type of payments that its agents can collect.

Types of Bill Payments

Contracted (Authorized) Payments

- APS negotiates a contract with the utility company to collect payments for that company at agents in the company's service territory.
- The utility pays APS for each payment collected and APS pays a fee to the agent for each transaction processed.

Non Contracted Payments

- Payments collected by APS from billers with which APS does not have a negotiated contract in place.

- The costs of these non-contracted payments are borne by the consumer and are split between the retail agent and APS.

The Walk-in Payments Market

Overview

APS estimates:

- Consumers in the United States pay roughly 800 million bills in person each year.
- A portion of these walk-in bill payments (250 – 300 million) are paid at offices maintained by utilities and other service providers, or at retailers that the utilities have hired to collect payments for them.
- An additional 350 – 400 million payments are made each year at retailers that have been hired as agents by third party agent network companies such as APS.
- The in-house payment centers have been shrinking in number as more service providers outsource this function to third party agent networks such as APS.

Market Segments

The three main segments of the walk-in payments market are:

Contracted Payment Market

- Currently APS has over 100 biller contracts in place and in the year 2000 will collect over 85 million authorized payments from these companies, representing nearly \$9 billion dollars.
- The volume of authorized payments is growing at roughly 6- 8% annually, as the outsourcing of walk-in payments to third party agent networks continues.
- APS believes it has the largest market share in the contracted payments segment, with roughly 25% of the market.

Non-Contracted Payment Market

- 60 – 90 million non-contracted payments are collected through retailers each year.
- APS believes this segment of the market is growing rapidly at 15 – 25% per year as more billers encourage such payments (which cost the billers nothing) and as consumers find such payments to be a superior alternative to purchasing and mailing money orders as their form of payment.

Prepaid Services Market

- There is an emerging market for prepaid services, including local and long distance telephone service, wireless telephone and pager service, and auto insurance that involve largely recurring walk-in payments.
- Providers of these services view APS' agents and other agent networks as distribution outlets through which they can acquire and service their customers.
- APS believes that this segment of the in-person payments market is growing at 20 – 40% per year and is currently at 30 – 40 million payments per year in the US.

Size

APS estimates that the walk-in payment market represents a \$200 - \$300 million revenue opportunity for processors such as APS, excluding the share of biller and consumer fees paid as commissions to agents. With growth in non-contracted and prepaid services payments, APS believes that the overall revenue potential in this market is growing at 10 – 15% per year.

Other Services

- Walk-in bill payments are typically provided alongside other retailer-distributed "fringe banking" services that meet the needs of households that do not have checking accounts, who seek a high degree of control over their spending, or who have special payment and money transmission needs.
- The most important products in this market are money orders and money transfer services.

- Money orders represent one-off substitutes for personal checks and most are used to pay recurring bills.
- Approximately one billion money orders were purchased by consumers in 1999. Money transfers are used to send emergency cash to other consumers or creditors in the US and overseas.
- Roughly 100 million money transfers were initiated in the US in 1999.
- Sales and profits of the two leading service providers in the fringe banking segment—Western Union division of First Data Corp. and Travelers' Express division of Viad Corp.—grew at over 15% per in the first half of 2000 vs. the same period in 1999.
- 10-20% of US households prefer to pay their bill in person.
- Customers that pay in person range from those who want to save the price of a stamp, want a receipt, senior citizens that prefer face to face contact, persons who do not have checking accounts and procrastinators and late payers who need real time crediting.
- About 75% of our payees are under 50.

Market Competition

APS' largest competitors include First Data Corporation's Western Union division and the Travelers' Express division of Viad Corporation. While each processes fewer walk-in-bill payments than APS, these companies dominate the markets for money orders and money transfer markets with combined shares of roughly 60% and 90% respectively in the two markets. Because money orders and money transfers are provided through agents similar to those providing bill payment services, both companies maintain extensive retailer-agent networks throughout the US and the world. There are at least 5 other specialized competitors in the walk-in payment market, none of which processes more than one quarter of APS' annual volume.

Growth Drivers

- APS' goal is to be a leading provider of financial services to the segment of the U.S. population that does not have bank accounts and relies on cash transactions.
- Growth will come from expanding its agent base, introducing new products and increasing the transaction flow through the agent base.
- APS will be investing in the increased agent base in the near term to increase earnings in the long term.
- APS also expects to increase earnings by improving the business model to extract more value from existing and new contracts.
- APS intends to increase its market staff to expand geographically and to market other services, including prepaid cellular, prepaid credit cards and prepaid phones.

Looking forward

- APS will continue to expand its transaction volumes, agent network, and the range and number of billers for whom its agents collect.
- APS recently reached a growth milestone in which its agent base currently covers over 50% of the US metropolitan population. APS will be adding new agents and service areas to extend this foot print to 75 – 80 % in the next two years.
- APS now spins off cash to its parent and doesn't require heavy capital outlays.
- Technological advances have made the cost of adding agents less expensive.
- APS will invest in research and development to keep its edge and offer additional services to customers; this R&D will take the form of Point of Service technology development and creation of new alliances with prepaid and other service providers.
- APS also intends to invest heavily in recruiting new agents in the near term. 2001 marketing and sales expense will exceed 10 percent of sales, up from under

5% in 1999.

- APS earnings from continuing operations will continue to grow in 2001, but the overall earnings may decline slightly as a result of the increased R&D and marketing expense investment.
- Longer-term earnings are expected to grow at an average rate of 15% per year.

Customers

Ameritech
AT&T
Carolina Power and Light
Central and Southwest Services
Reliant Energy
Pacific Gas and Electric
Entergy
San Diego Gas and Electric
Southern California Gas
Southern California Edison
Virginia Power

Management and Compensation

Management Team

Paul Rocheleau-President

Prior to being promoted to President in September 1999, Paul served as CFO for APS. Prior to APS, Paul was CFO of Bloomingdales's by Mail, Ltd. He has also been employed at ComputerLand and PricewaterhouseCoopers.

Corey Stone-Vice President Business Development
Formerly Managing Director, Easton Consultants.

Compensation

APS has a long-term incentive program that links the compensation of the president, officers and other key employees of APS to the financial success of APS. The program is designed to provide the participant with awards based on the long-term performance of APS, as measured by various financial factors.

Learn more - Visit us at our website –www.apsnet.com

EXHIBIT E7

IPP of America, Inc.



established in 1994 to provide payment services for the underbanked and unbanked population, IPP has grown to become the leading independent national network of neighborhood-based payment centers, with more than 3,000 locations nationwide. Relying on the reach and efficiency of the MasterCard RPPS network, IPP provides reliable and safe electronic payment services, as well as a variety of prepaid phone services and wireless phone activation. In addition, the company now processes cash loads for many popular Prepaid MasterCard® Cards and offers money transfer services in select markets.

Seizing and offering opportunity

"We saw a national opportunity to deploy electronic bill payment services outside of a traditional banking environment," says Alex Cooper, executive vice president, IPP. "We realized, for example, that 20% to 30% of a utility's consumer base was unbanked. Utilities were obligated to provide facilities for payment, which were expensive to set up and operate and often not terribly convenient for the consumer."

"Before we signed on with MasterCard RPPS, we sent out 50% of our payments by check. Today, fully 99% of our payments go out electronically."

Alex Cooper
EVP
IPP of America, Inc.

IPP began offering an electronic bill payment service at neighborhood retail locations, where the unbanked consumer could pay virtually any bill quickly and easily. For IPP's target customers, electronic payments proved convenient, fast and inexpensive compared to other payment alternatives (e.g., buying and mailing a money order). In addition, the service avoids common problems that slow paper payments.

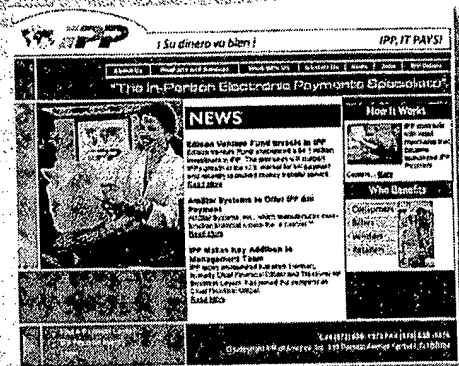
"The service also offers an opportunity for retailers," Coopers says, "because it attracts new customers, increases traffic flow, and creates additional revenue. Today, the under- and unbanked population in the United States includes approximately 75 million individuals with a buying power of more than \$650 billion annually, so it's an attractive audience for retailers."

An important connection

IPP was also quick to see the opportunity provided by MasterCard RPPS, becoming one of the first walk-in payment organizations to sign on to the network.

"From the outset, we'd been printing and mailing checks, but we wanted to do everything electronically," Cooper says.

"MasterCard RPPS allowed us to replace that slow, expensive process with a fast, efficient, reliable, and cost-effective solution that immediately gave us electronic access to a large network of billers across the country. The connection to MasterCard RPPS enables us to better serve our customers, getting their payments posted much more quickly and accurately. With cleaner data, better velocity, and the continual enhancement of its network and services, MasterCard RPPS greatly improves our productivity, which is directly reflected in the bottom line."



> <http://www.ippays.com>

"Before we signed on with MasterCard RPPS, we sent out 50% of our payments by check," Cooper adds. "Today, fully 99% of our payments go out electronically."

Building on quality service

An important component of IPP's industry-leading status is its high-quality customer service. "We're proud of the customer service we provide, such as payment tracking, issue resolution, and bilingual service," says Cooper.

"We already offer the widest range of alternative financial services available to our customers, and while we will continue to expand existing services and add new ones, we are now focused on promoting the value and quality of the IPP brand through loyalty programs and added value—like the added value that MasterCard RPPS allows us to provide," he adds.

In March, IPP implemented a new payment platform that allows retailers to send payments via the Internet, rather than through a dial-up batch process. The company also offers kiosk-based bill payment services through kiosk providers at popular convenience-store chains.

"These programs, like our MasterCard RPPS connection, allow us to be even more responsive to our customers," says Cooper, "and that's what makes us the leading network for alternative financial services."

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